

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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<b>In re:</b>	:	
	:	<b>Chapter 11</b>
<b>SEARS HOLDINGS CORPORATION, <i>et al.</i>,</b>	:	
	:	<b>Case No. 18-23538 (SHL)</b>
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>

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**AFFIDAVIT OF SERVICE**

I, Liz Santodomingo, depose and say that I am employed by Kroll Restructuring Administration LLC (“**Kroll**”)<sup>2</sup>, the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On August 10, 2022, at my direction and under my supervision, employees of Kroll caused the following documents to be served (1) by the method set forth on the Master Service List attached hereto as **Exhibit A**; (2) via first class mail on the First Class Mail Fee Application Parties Service List attached hereto as **Exhibit B**; and (3) via overnight mail on Office of The US Trustee Region 2, Attn: P. Schwartzberg and R. Morrissey, 201 Varick St, Suite 1006, New York, NY 10014; and a courtesy copy was provided via overnight mail to Chambers of Honorable Sean H. Lane at United States Bankruptcy Court Southern District of New York, 300 Quarropas Street Room 248, White Plains, NY 10601:

- Final Fee Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP, Attorneys for the Debtors for the Period From October 15, 2018 Through and Including July 31, 2022

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Effective March 29, 2022, Prime Clerk LLC changed its name to Kroll Restructuring Administration LLC.

[Docket No. 10571] (the “***Final Fee Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP***”)

- Fee Application of Young Conaway Stargatt & Taylor, LLP, as Conflicts Counsel for the Debtors, for the Fourth Interim Period from November 1, 2019 through June 30, 2022, and the Final Period From October 15, 2018 through June 30, 2022 [Docket No. 10573] (the “***Fee Application of Young Conaway Stargatt & Taylor, LLP***”)
- Final Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, *et al.* For Final Allowance of Compensation and Reimbursement of Expenses for the Period from October 25, 2018 through June 30, 2022 [Docket No. 10577] (the “***Final Application of FTI Consulting, Inc.***”)
- Notice of Hearing on Interim and Final Applications for Allowance of Compensation and Reimbursement of Expenses on August 31, 2022 at 10:00 a.m. [Docket No. 10578] (the “***Notice of Hearing on Interim and Final Applications***”)
- Notice of Filing of Executed Settlement Agreement [Docket No. 10579] (the “***Notice of Filing***”)

On August 10, 2022, at my direction and under my supervision, employees of Kroll caused the Final Application of FTI Consulting, Inc and Notice of Hearing on Interim and Final Applications to be served via email on the Email Fee Application Service List attached hereto as **Exhibit C**.

On August 10, 2022, at my direction and under my supervision, employees of Kroll caused the Final Application of FTI Consulting, Inc. to be served via email on the FTI Fee Application Service List attached hereto as **Exhibit D**.

On August 10, 2022, at my direction and under my supervision, employees of Kroll caused the Notice of Filing to be served via email on DTC to LegalAndTaxNotices@dtcc.com; MandatoryReorgAnnouncements@dtcc.com and on Bench Walk Advisors to Adrian.Chopin@benchwalk.com.

On August 10, 2022, at my direction and under my supervision, employees of Kroll caused the Fee Application of Young Conaway Stargatt & Taylor, LLP to be served via email on the Fee Application Young Conaway Stargatt & Taylor, LLP Service List attached hereto as **Exhibit E**.

On August 11, 2022, at my direction and under my supervision, employees of Kroll caused the Notice of Filing to be served via email on DTC to LegalAndTaxNotices@dtcc.com; MandatoryReorgAnnouncements@dtcc.com; VoluntaryReorgAnnouncements@dtcc.com; and Rgiordano@dtcc.com.

Dated: August 25, 2022

/s/ *Liz Santodomingo*  
Liz Santodomingo

State of New York  
County of New York

Subscribed and sworn (or affirmed) to me on August 25, 2022, by Liz Santodomingo, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ *OLEG BITMAN*  
Notary Public, State of New York  
No. 01BI6339574  
Qualified in Queens County  
Commission Expires April 4, 2024

**Exhibit A**

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to State of Michigan, Department of Treasury	AG and Assistant AG for the State of Michigan, Dept. of Treasury	Attn: Dana Nessel, Juandisha M. Harris 3030 W. Grand Blvd. Cadillac Place, Ste. 10-200 Detroit MI 48202	harrisj12@michigan.gov	Email
Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner One Bryant Park New York NY 10036	idizengoff@akingump.com pdublin@akingump.com aquireshi@akingump.com sbrauner@akingump.com	Email
Counsel to Svetlana Anderson ('Anderson')	Alderman & Alderman, LLC	Attn: Myles H. Alderman, Jr. 185 Asylum Street Hartford CT 06103	courts@alderman.com	Email
Attorneys for Aldine Independent School District	Aldine Independent School District	Attn: Pamela H. Walters, Johnetta Lang 2520 W.W. Thorne Drive Houston TX 77073	bnkatty@aldineisd.org	Email
As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon FKA the Bank of New York	Aldridge Pite, LLP	Attn: Jenelle C. Arnold 4375 Jutland Drive, Suite 200 P.O. Box 17933 San Diego CA 92177-0933	jarnold@aldridgepite.com	Email
Counsel to Morneau Shepell Ltd., in its capacity as administrator of the Sears Canada Inc. Registered Pension Plan	Allen & Overy LLP	Attn: Laura R. Hall & Joseph Badtke-Berkow 1221 Avenue of the Americas New York NY 10020	laura.hall@allenovery.com joseph.badtke-berkow@allenovery.com	Email
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: James J. Vincequerra 90 Park Avenue New York NY 10016-1387	James.Vincequerra@alston.com	Email
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Attn: Leib M. Lerner 333 South Hope Street 16th Floor Los Angeles CA 90071	leib.lerner@alston.com	Email
Counsel to Sayville Menlo, LLC and Local Texas Tax	Ansell Grimm & Aaron, P.C.	Attn: Anthony J. D'Artiglio, Esq. 365 Rifle Camp Road Woodland Park NJ 07424	ajd@ansellgrimm.com	Email
Counsel to Community Unit School District 300	Archer & Greiner, P.C.	Attn: Allen G. Kadish, Lance A. Schildkraut 630 Third Avenue New York NY 10017	akadish@archerlaw.com lschildkraut@archerlaw.com	Email
Counsel to Rare Hospitality Management, LLC, Rare Hospitality International, Inc., Cheddars Casual Café, Inc., and Darden Restaurants, Inc.	Arent Fox LLP	Attn: Beth Brownstein 1301 Avenue of the Americas Floor 42 New York NY 10019	beth.brownstein@arentfox.com	Email
Counsel for AT&T and Turner Broadcasting Sales, Inc.	Arnold & Porter Kaye Scholer LLP	Attn: Brian J. Lohan, Esq., Ginger Clements, Esq. 70 West Madison Street Suite 4200 Chicago IL 60602	brian.lohan@arnoldporter.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Shinn Fu Company of America, Inc.	Ashford – Schael LLC	Attn: Courtney A. Schael, Esq. 100 Quimby Street Suite 1 Westfield NJ 07090	CSchael@AshfordNJLaw.com	Email
Counsel to City Choice Limited	ASK LLP	Attn: Edward E. Neiger, Jennifer A. Christian 151 West 46th Street 4th Floor New York NY 10036	eneiger@askllp.com jchristian@askllp.com	Email
Counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession	ASK LLP	Attn: Joseph L. Steinfeld, Jr., Esq., Gary D. Underdahl, Esq., Kara E. Casteel, Esq., Brigitte G. McGrath, Esq., Edward E. Neiger, Esq. & Marianna Udem, Esq. 2600 Eagan Woods Drive Suite 400 St. Paul MN 55121	jsteinfeld@askllp.com gunderdahl@askllp.com bmcgrath@askllp.com kcasteel@askllp.com eneiger@askllp.com mudem@askllp.com	Email
Counsel for AT&T and Turner Broadcasting Sales, Inc.	AT&T Services Legal Department	Attn: James W. Grudus, Esq. One AT&T Way Room 3A115 Bedminster NJ 07921	Jg5786@att.com	Email
Interested Party	Austin Enterprises, LP.	Attn: J Connolly 5108 E. Clinton Way Ste. 109 Fresno CA 93727	jconnelly@austinenterpriseslp.com	Email
Counsel to 233 S. Wacker, LLC	Backenroth Frankel & Krinsky, LLP	Attn: Mark Frankel, Esq. 800 Third Avenue Floor 11 New York NY 10022	mfrankel@bfkllaw.com	Email
Counsel to American Greetings Corporation	Baker & Hostetler LLP	Attn: Ferve Khan 45 Rockefeller Plaza New York NY 10111	fkhan@bakerlaw.com	Email
Counsel to Brixmor Property Group, Inc., Federal Realty Investment Trust, and Fee Examiner	Ballard Spahr LLP	Attn: David L. Pollack, Vincent J. Marriott, III 52nd Floor - Mellon Bank Center 1735 Market Street Philadelphia PA 19103	pollack@ballardspahr.com marriott@ballardspahr.com	Email
Counsel to The Macerich Company, Starwood Retail Partners, LLC, Acadia Realty Limited Partnership, C.E. John Company, Inc., Centennial Real Estate Co., GS Pacific ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC, WBCMT 2007-C33 Independence Center, LLC, and White Plains Galleria Limited Partnership	Ballard Spahr LLP	Attn: Dustin P. Branch 2029 Century Park East Suite 800 Los Angeles CA 90067-2909	branchd@ballardspahr.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood Retail Partners LLC, Kravco Company, Brixmor Property Group, Inc., Centennial Real Estate Co., CenterCal Properties, LLC, C. E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, White Plains Galleria Limited Partnership, and Fee Examiner	Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb 919 N. Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com summersm@ballardspahr.com daluzt@ballardspahr.com roglenl@ballardspahr.com mcclambc@ballardspahr.com	Email
Counsel to C.J. Segerstrom & Sons, S-Tract LLC and FBA Holdings, Inc.	Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner 1675 Broadway 19th Floor New York NY 10019-5820	harnerp@ballardspahr.com kutnera@ballardspahr.com	Email
Counsel to Aviation Mall NewCo, LLC, Holyoke Mall Company, L.P., JP&M Manassas Mall Owner LLC, Poughkeepsie Galleria LLC, Salmon Run Shopping Center, L.L.C., S&R Company of West Seneca NewCo, LLC, Washington Commons NewCo LLC, and DGI LS, LLC, Light 125 James West LLC, Shilington Plaza LLC	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202	knewman@barclaydamon.com	Email
Counsel to Urschel Development Corporation	Barnes & Thornburg LLP	Attn: Mark R. Owens 11 S. Meridian Street Indianapolis IN 46204	mowens@btlaw.com	Email
Counsel to 3M Company, 3M Puerto Rico, and Meguiar's, Inc.	Barnes & Thornburg LLP	Attn: Zachary P. Heller 655 West Broadway, Suite 1300 San Diego CA 92101-8490		First Class Mail
Counsel to Retail Opportunity Investments Corp.	Bayard, P.A.	Attn: Evan T. Miller 600 N. King Street Suite 400 Wilmington DE 19801	emiller@bayardlaw.com	Email
Counsel to BICO Associates GP	Beard & Savory, PLLC	Attn: Russell W. Savory 119 South Main Street Suite 500 Memphis TN 38103	russell.savory@gmail.com	Email
Counsel for True Value Company	Beck, Chaet, Bamberger & Polsky, S.C.	Attn: Devon J. Eggert, Esq. Two Plaza East, Suite 1085 330 East Kilbourn Avenue Milwaukee WI 53202	deggert@bcblaw.net	Email
Counsel to Raven Associates c/o Aegis Investments, Inc.,	Belkin Burden Wenig & Goldman, LLP	Attn: Lewis A. Lindenberge 270 Madison Avenue New York NY 10016	llindenberge@bbwg.com	Email
Counsel to M&G Jewelers, Inc.	Bell Nunnally & Martin LLP	Attn: Russell W. Mills 2323 Ross Avenue Suite 1900 Dallas TX 75201	rmills@bellnunnally.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to PREP Hanover Real Estate LLC	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: Michael J. Barrie, Kevin M. Capuzzi 222 Delaware Avenue Suite 801 Wilmington DE 19801	mbarrie@beneschlaw.com kcapuzzi@beneschlaw.com	Email
Counsel to MIDAMCO, an Ohio Limited Partnership	Benesch, Friedlander, Coplan & Aronoff LLP	Attn: William E. Schonberg, Esq. 200 Public Square Suite 2300 Cleveland OH 44114	wschonberg@beneschlaw.com	Email
Counsel to Brixton Provo Mall, LLC	Bewley, Lassleben & Miller, LLP	Attn: Ernie Zachary Park 13215 E. Penn Street Suite 510 Whitter CA 90602-1797	Ernie.park@bewleylaw.com	Email
Counsel to salesforce.com, Inc., Oath (Americas) Inc.	Bialson, Bergen & Schwab	Attn: Lawrence M. Schwab, Thomas M. Gaa 633 Menlo Ave. Suite 100 Menlo Park CA 94025	Tgaa@bbslaw.com	Email
Counsel to Wilshire Investments, LLC (formerly known as Wilshire Business Center, a California General Partnership)	Binder & Malter LLP	Attn: Michael W. Malter, Julie H. Rome-Banks 2775 Park Avenue Santa Clara CA 95050	michael@bindermalter.com julie@bindermalter.com	Email
Black & Decker (U.S.) Inc.	Black & Decker (U.S.) Inc.	701 E. Joppa Road MY005 Towson MD 21286		First Class Mail
Counsel for The Clorox Sales Company	Blakeley LC	Attn: Scott E. Blakeley, Esq 530 Technology Drive Suite 100 Irvine CA 92618	SEB@BlakeleyLC.com	Email
Counsel to Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenwich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Jeffrey Rhodes 1825 Eye Street NW Washington DC 20006	JRhodes@BlankRome.com	Email
Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff LLC; Arcolo Limited Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff LLC; Fundamentals Co LLC; Greenwich LLC; Hareff LLC; Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Attn: Stanley B. Tarr, Evan J. Zucker 1271 Avenue of the Americas New York NY 10020	Tarr@BlankRome.com EZucker@BlankRome.com	Email
Counsel to Taylor Sorensen, as Person Representative of the Wrongful Death Estate of Jonathan Sorensen, Deceased, ("Sorensen")	Bleus & Associates, LLC	Attn: George Anthony Bleus, Esq. Attorneys at Law 2633 Dakota NE Albuquerque NM 87110	bleusandassociates@gmail.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Amanda Gonzales	Borah, Goldstein, Altschuler, Nahins & Goidel, P.C.	Attn: Jeffrey C. Chancas 377 Broadway New York NY 10013		First Class Mail
Counsel to Sub-Zero Group, Inc., Sub-Zero Group West Inc., Sub-Zero Group Southwest LLC, Sub-Zero Group Southeast, Inc., Kenney Manfufacturing Company	Borges & Associates, LLC	Attn: Wanda Borges, Esq., Sue L. Chin, Esq. 575 Underhill Blvd. Suite 118 Syosset NY 11791	bankruptcy@borgeslawllc.com wborges@borgeslawllc.com schin@borgeslawllc.com	Email
Counsel to iStar Jewelry LLC	Brach Eichler LLC	Attn: Anthony M. Rainone 101 Eisenhower Parkway Roseland NJ 07068-1067	arainone@bracheichler.com	Email
Counsel to 1803, LLC, and Camegaran, LLC	Briggs and Morgan, P.A.	Attn: James M. Jorissen 2200 IDS Center 80 South Eighth Street Minneapolis MN 55402	jorissen@briggs.com	Email
Counsel to Brookfield Proprty REIT Inc., as Agent	Brookfield Property REIT Inc.	Attn: Kristen N. Pate 350 N. Orleans St. Suite 300 Chicago IL 60654-1607		First Class Mail
Counsel to Hain Capital Group, LLC	Brown Rudnick LLP	Attn: Bennett S. Silverberg Seven Times Square New York NY 10036	bsilverberg@brownrudnick.com	Email
BST International Fashion Ltd.	BST International Fashion Ltd.	Attn: A.R. Shrinivasan Managing Director 39 Wang Kwong Rd, Ste 2301B, Skyline Tower, Kowloon Bay Kowloon Hong Kong		First Class Mail
Counsel to The Realty Associates Fund X, L.P.	Buchalter, A Professional Corporation	Attn: Paul M. Weiser 16435 North Scottsdale Road Suite 440 Scottsdale AZ 85254-1754	pweiser@buchalter.com	Email
Counsel to Oracle America, Inc.	Buchalter, A Professional Corporation	Attn: Shawn M. Christianson 55 Second Street 17th Floor San Francisco CA 94105-3493	schristianson@buchalter.com	Email
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller 640 5th Avenue 9th Floor New York NY 10019	christopher.schueller@bipc.com	Email
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical, Inc.	Buchanan Ingersoll & Rooney PC	Attn: Christopher P. Schueller, Terry A. Shulsky, Tyler S. Dischinger One Oxford Centre 301 Grant Street, 20th Floor Pittsburgh PA 15219-1410	terry.shulsky@bipc.com tyler.dischinger@bipc.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Argonaut Insurance Company	Cadwalader, Wickersham & Taft LLP	Attn: Eric G. Waxman III, Anthony De Leo 200 Liberty St. New York NY 10281	Eric.Waxman@cwt.com Anthony.Deleo@cwt.com	Email
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Cafaro Management Company	Attn: Richard T. Davis 5577 Youngstown-Warren Rd. Niles OH 44446		First Class Mail
Counsel to SHLD Lendco, LLC	Cahill Gordon & Reindel LLP	Attn: Joel H. Levitin, Richard A. Stieglitz Jr. Eighty Pine Street New York NY 10005	jlevitin@cahill.com rstieglitz@cahill.com	Email
Counsel to Winners Industry Co., Ltd.	Calfee, Halter & Griswold LLP	Attn: H. Jeffreue Schwartz, Gus Kallergis, Ronald M. McMillan The Calfee Building 1405 East Sixth Street Cleveland OH 44114-1607	jschwartz@calfee.com gkallergis@calfee.com rmcmillan@calfee.com	Email
Counsel for California Department of Tax and Fee Administration	California Department of Tax and Fee Administration	Attn: Joan S. Huh 450 N Street, MIC: 82 Sacramento CA 95814	joan.huh@cdtfa.ca.gov	Email
Counsel to 14 Oaks Associates, LLC	Carmody MacDonald P.C.	Attn: Sarah J. Klebolt, Esq. 120 South Central Avenue Ste. 1800 St. Louis MO 63105	sjk@carmodymacdonald.com	Email
Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store # 9416	Carmody Torrance Sandak & Hennessy LLP	Attn: Marc J. Kurzman 707 Summer Street Stamford CT 06901	MKurzman@carmodylaw.com	Email
Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store # 9416	Carmody Torrance Sandak & Hennessy LLP	Attn: Thomas J. Sansone 195 Church Street P.O. Box 1950 New Haven CT 06509-1950	tsansone@carmodylaw.com	Email
Counsel to Naterra International, Inc.	Carrington, Coleman, Sloman & Blumenthal, L.L.P.	Attn: Jason M. Katz 901 Main Street, Suite 5500 Dallas TX 75202	jkatz@ccsb.com	Email
Counsel to the Bank of New York Mellon Trust Company and the Chase Manhattan Bank, N.A., Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, the SRAC Medium Term Notes (Top 5 Secured Creditor), Counsel to South Central GWB Co., Inc. ("South Central")	Carter Ledyard & Milburn LLP	Attn: James Gadsden and Aaron R. Cahn 2 Wall Street New York NY 10005	gadsden@clm.com bankruptcy@clm.com Dennis.roemlein@bnymellon.com	First Class Mail and Email

## Exhibit A

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to ZG Apparel Group LLC , Studio 1 Div. of Shazdeh Fashions and The Libman Company	Certilman Balin Adler & Hyman, LLP	Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq. 90 Merrick Avenue East Meadow NY 11554	rmccord@certilmanbalin.com rnosek@certilmanbalin.com	Email
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Sean H. Lane	Sears Chambers Copy US Bankruptcy Court SDNY 300 Quarropas Street, Room 248 White Plains NY 10601		First Class Mail
Counsel to Cardinal Health 110, LLC, Cardinal Health 112, LLC, and Cardinal Health PR 120, Inc., subsidiaries and affiliates of Cardinal Health, Inc., an Ohio Corporation, Top 20 Unsecured Creditor	Chiesa Shahinian & Giantomaso PC	Attn: Beth J. Rotenberg, Scott A. Zuber One Boland Drive West Orange NJ 07052	szuber@csglaw.com	Email
Counsel to Wells Fargo Bank, National Association	Choate, Hall & Stewart LLP	Attn: Kevin J. Simard, Jonathan D. Marshall Two International Place Boston MA 02110	ksimard@choate.com jmarshall@choate.com	Email
Counsel to MJ Holding Company, LLC	Chuhak & Tecson, P.C.	Attn: Christopher A. Pellegrini 30 South Wacker Drive Suite 2600 Chicago IL 60606	cpellegrini@chuhak.com	Email
Counsel to the City of Philadelphia/School District of Philadelphia and Water Revenue Bureau	City of Philadelphia Law Department	Attn: Megan N. Harper, Deputy City Solicitor Municipal Services Building 1401 JFK Boulevard, 5th Floor Philadelphia PA 19102-1595	Megan.Harper@phila.gov	Email
Counsel to Sakar International Inc., Eastern Prime Textiles Limited, Giza Spinning & Weaving Co., Bradshaw Westwood Trust, and BST International Fashion Ltd.	CKR Law LLP	Attn: Edward L. Schnitzer 1330 Avenue of the Americas 14th Floor New York NY 10019	eschnitzer@ckrlaw.com	Email
Counsel for Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill PLC	Attn: Steven M. Richman 830 Third Avenue, Suite 200 New York NY 10022	srichman@clarkhill.com	Email
Counsel for Epicor Software Corporation f/k/a Activant Solutions, Inc., and Milton Manufacturing, LLC	Clark Hill PLC	Attn: Steven M. Richman, Nola R. Bencze 210 Carnegie Center, Suite 102 Princeton NJ 08540	srichman@clarkhill.com nbencze@clarkhill.com	Email
Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.	Clark Hill Strasburger	Attn: Duane J. Brescia 720 Brazos Suite 700 Austin TX 78701	duane.brescia@clarkhillstrasburger.com	Email
Counsel to Agree Limited Partnership, Lakewood Shopping Center, LLC, Crossroads Centre II, LLC, and Ramco Jackson Crossing SPE	Clark Hill, PLC	Attn: David M. Blau 151 S. Old Woodward Ave. Ste. 200 Birmingham MI 48009	dblau@clarkhill.com	Email

## Exhibit A

Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility, ESL Investments, Inc. and its affiliates (including JPP, LLC, & JPP II, LLC) and Transform Holdco LLC and certain of its affiliates	Cleary, Gottlieb, Steen & Hamilton LLP	Attn: Sean A. O'Neal, Andrew Weaver, Rahul Mukhi, Jennifer Kennedy Park, Thomas J. Moloney, Abena A. Mainoo, Luke A. Barefoot, Kristin Corbett One Liberty Plaza New York NY 10006	soneal@cgsh.com aweaever@cgsh.com rmukhi@cgsh.com jkpark@cgsh.com tmoloney@cgsh.com amainoo@cgsh.com lbarefoot@cgsh.com kcorbett@cgsh.com	First Class Mail and Email
Counsel to Bonita Casa, LLC	Cohen & Grigsby, P.C.	Attn: William E. Kelleher, Jr., Helen Sara Ward 625 Liberty Avenue Pittsburgh PA 15222-3152	wkelleher@cohenlaw.com hward@cohenlaw.com	Email
Counsel to International Union (UAW), United Steelworkers (USW), and Workers United (WU)	Cohen, Weiss and Simon LLP	Attn: Richard M. Seltzer, Melissa S. Woods 900 Third Avenue 21st Floor New York NY 10022-4869	rseltzer@cwsny.com	Email
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: General Counsel 1325 Avenue of the Americas 19th Fl. New York NY 10019		First Class Mail
Counsel for Kellogg Sales Company	Cole Schotz P.C.	Attn: General Counsel 901 Main Street Suite 4120 Dallas TX 75202		First Class Mail
Counsel to American Casting & Manufacturing Corp.	Colleran, O' Hara & Mills LLP	Attn: Steven C. Farkas, Esq. 100 Crossways Park Drive West Suite 200 Woodbury NY 11797	scf@cohmlaw.com	Email
Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President – Corporate Trust 2950 Express Drive South, Suite 210 Islandia NY 11749		First Class Mail
Counsel to IRC Marketplace at Six Corners, L.L.C. and IRC Park Center Plaza, L.L.C.	Connolly Gallagher LLP	Attn: Karen C. Bifferato, Kelly M. Conlan, N. Christopher Griffiths The Brandywine Building 1000 West Street, Suite 1400 Wilmington DE 19801	kbifferato@connollygallagher.com kconlan@connollygallagher.com cgriffiths@connollygallagher.com	Email
Counsel to Washington Prime Group Inc.	Cooley LLP	Attn: Seth Van Aalten 1114 Avenue of the Americas New York NY 10036	svanaalten@cooley.com	Email
Counsel to Payco Foods Corporation	Coto & Associates	Attn: Ramon Coto Ojeda MSC Plaza, Suite 800 255 Ponce de Leon Avenue San Juan PR 00917	rco@crlawpr.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Verizon Capital Corp. and NCC Key Company, Counsel to Certain Former Directors of Sears Canda, Inc.	Covington & Burling LLP	Attn: Dianne Coffino, R. Alexander Clark The New York Times Building 620 Eighth Avenue New York NY 10018	dcoffino@cov.com	Email
Counsel to National Distribution Centers, LLC	Cozen O'Connor	Attn: Marl E. Felger 1201 N. Market Street Suite 1001 Wilmington DE 19801	mfelger@cozen.com	Email
Counsel to Stanley Black & Decker, Inc. & affiliated entities, and Ann Reese, Paul De Podesta and William Kunkler	Cravath, Swaine & Moore LLP	Attn: Paul H. Zumbro, J Wesley Earnhardt Worldwide Plaza 825 Eighth Avenue New York NY 10019	pzumbro@cravath.com wearhardt@cravath.com	Email
Counsel to Appalachian Power Company	Cullen and Dykman, LLP	Attn: Thomas R. Slome, Esq. 100 Quentin Roosevelt Boulevard Garden City NY 11530	Tslome@CullenandDykman.com	Email
Counsel to 5525 S. Soto St Associates, 5525 S. Soto Street Associates LLC	Dahan & Nowick LLP	Attn: David R. Taxin, Esq. 123 Main Street 9th Floor White Plains NY 10601	davidtaxin@dahannowick.com	Email
Counsel to Peterson Technology Partners, Inc.	Daniel Law PLLC	Attn: Al J. Daniel, Jr. 305 Broadway, 7th Floor New York NY 10007	ajd@daniellawpllc.com	Email
Counsel to Electronics for Imaging, Inc. and Stolaas Company	Davidoff Hutcher & Citron LLP	Attn: David H. Wander, Esq. 605 Third Avenue 34th Floor New York NY 10158	dwander@tarterkrinsky.com	Email
Counsel to Cushman & Wakefield, Inc.	Davis Polk & Wardwell LLP	Attn: Elliot Moskowitz 450 Lexington Avenue New York NY 10017	elliot.moskowitz@davispolk.com	Email
Counsel to Lakin Tire West Incorporated	Day Pitney LLP	Attn: Joshua W. Cohen 195 Church Street, 15th Floor New Haven CT 06510	jwcohen@daypitney.com	Email
Counsel to Greenwood Motors, Inc., d/b/a R+L Carriers	Dean & Fulkerson	Attn: Kevin N. Summers, Esq. 801 W. Big Beaver Road 5th Floor Troy MI 48084	Ksummers@dflaw.com	Email
Counsel to Cascade Investment, L.L.C. and SL Agent, LLC	Debevoise & Plimpton LLP	Attn: Erica S. Weisgerber, Sidney P. Levinson, Joshua E. Roberts 919 Third Avenue New York NY 10022	eweisgerber@debevoise.com slevinson@debevoise.com jeroberts@debevoise.com	Email
Counsel to Cascade Investment, LLC	Debevoise & Plimpton LLP	Attn: Nicole M. Flores 919 Third Avenue New York NY 10022	nmflores@debevoise.com	First Class Mail and Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
DFS Services, LLC	DFS Services, LLC	Attn: Beth J. Solomon 2500 Lake Cook Road Riverwoods IL 60015	bethsolomon@discover.com	Email
Counsel to Team Worldwide Corporation	Diamond McCarthy LLP	Attn: Allan B. Diamond 295 Madison Avenue 27th Floor New York NY 10017	adiamond@diamondmccarthy.com	Email
Counsel to Transform Holdco LLC with regard to the all matters relating to MOAC Mall Holding LLC	DLA Piper LLP (US)	Attn: Richard A. Chesley, Esq., Rachel Ehrlich Albanese, Esq., R. Craig Martin, Esq. 1251 Avenue of the Americas New York NY 10020-1104	Richard.Chesley@dlapiper.com Rachel.Albanese@dlapiper.com Craig.Martin@dlapiper.com	Email
Counsel to ProLogis-A4 CA IV, LP; Distribution Funding II, LLC; Prologis, L.P.; KTR Ohio LLC; Prologis and KTR LV Loan LLC	Drinker Biddle & Reath LLP	Attn: Marita S. Erbeck 600 Campus Drive Florham Park NJ 07932-1047	marita.erbeck@dbr.com	Email
Counsel to International Business Machines Corporation & Advance Magazine Publishers Inc.	Duane Morris LLP	Attn: Christopher R. Belmonte, Timothy Brock, Pamela Boswick 230 Park Avenue New York NY 10169	CRBelmonte@duanemorris.com PABoswick@duanemorris.com TTBrock@duanemorris.com	Email
Counsel to Riskonnect, Inc.	Duane Morris LLP	Attn: Lawrence J. Kotler, Wendy M. Simkulak 1540 Broadway New York NY 10036-4086	LJKotler@duanemorris.com WMSimkulak@duanemorris.com	Email
Counsel to the Chubb Companies	Duane Morris LLP	Attn: Wendy M. Simkulak, Esquire & Catherine B. Heitzenrater, Esquire 30 South 17th Street Philadelphia PA 19103	WMSimkulak@duanemorris.com Cheitzenrater@duanemorris.com	Email
Counsel to DXC Technology Services LLC, successor in interest to Computer Sciences Corporation and CSC Covansys Corporation	Eckert Seamans Cherin & Mellott, LLC	Attn: Christopher F. Graham 10 Bank Street Suite 700 White Plains NY 10606	cgraham@eckertseamans.com	Email
Counsel to DXC Technology Services LLC, successor in interest to Computer Sciences Corporation and CSC Covansys Corporation	Eckert Seamans Cherin & Mellott, LLC	Attn: Christopher L. Perkins 919 East Main Street Suite 1300 Richmond VA 23219	cperkins@eckertseamans.com	Email
Counsel to Landlord of Kmart store in Frederiksted, VI (Store #7413) referred in various papers as Sunshine Shopping Center Inc, Mall of Saint Croix, Sunshine Mall, Hatim Yusuf, and Plaza Juana Diaz, landlord of Kmart Store in Puerto Rico (Store #3993)	Edgardo Munoz, PSC	Attn: Edgardo Munoz, PSC 364 Calle Lafayette San Juan PR 00917-3113	emunozPSC@gmail.com	Email
Counsel to Prestige Bay Plaza Development Corp.	Eiseman Levine Lehrhaupt & Kakoyiannis, P.C.	Attn: Laurence May, Esq. 805 Third Avenue 10th Floor New York NY 10022	lmay@eisemanlevine.com	Email

## Exhibit A

## Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to McDonald's Corporation	Elliott Greenleaf, P.C.	Attn: Eric M. Sutty, Jack Elliott 1105 N. Market Street Suite 1700 Wilmington DE 19801	ems@elliottgreenleaf.com jpe@elliottgreenleaf.com	Email
Counsel to International Cruise & Excursions Gallery, Inc.	Engelman Berger P.C.	Attn: Scott B. Cohen 2800 North Central Avenue, Suite 1200 Phoenix AZ 85004	sbc@eblawyers.com	Email
Environmental Protection Agency	Environmental Protection Agency	Attn: General Counsel Office of General Counsel 2310A 1200 Pennsylvania Ave NW, 2310A Washington DC 20460		First Class Mail
Counsel to Epicor Software Corporation f/k/a Activant Solutions, Inc.	Epicor Software Corporation	Attn: Larry Bercovich Senior Legal Counsel 4120 Dublin Blvd., Suite 300 Dublin CA 94568	lbercovich@epicor.com	Email
Counsel to Movant Bayview Loan Servicing, LLC, as servicer for The Bank of New York Mellon FKA the Bank of New York, as Trustee (CWALT 2007-HY4)	Fein, Such & Crane, LLP	Attn: Tammy L. Terrell Benoza, Esq. 1400 Old Country Road Suite C103 Westbury NY 11590		First Class Mail
Counsel to Movant Bayview Loan Servicing, LLC, as servicer for The Bank of New York Mellon FKA the Bank of New York, as Trustee (CWALT 2007-HY4)	Fein, Such & Crane, LLP	Attn: Tammy L. Terrell Benoza, Esq. 7 Century Drive Suite 201 Parsippany NJ 07054		First Class Mail
Counsel to the McClatchy Company and its Affiliates	Felderstein Fitzgerald Willoughby Pascuzzi & Rios LLP	Attn: Paul J. Pascuzzi 500 Capitol Mall Suite 2250 Sacramento CA 95814	ppascuzzi@ffwplaw.com	Email
Counsel to Santa Rosa Mall, LLC	Ferraiuoli LLC	Attn: Gustavo A. Chico-Barris 221 Plaza 221 Ponce de Leon Avenue, 5th Floor San Juan PR 00917	gchico@ferraiuoli.com	Email
Counsel to Luan Investment, SE	Ferraiuoli LLC	Attn: Sonia E. Colon 390 N. Orange Avenue Suite 2300 Orlando FL 32801	scolon@ferraiuoli.com	Email
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Attn: Mark E. Wilson 203 North LaSalle Street Suite 2100 Chicago IL 60601	mark.wilson@fisherbroyles.com	Email
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Attn: Patricia B. Fugée 27100 Oakmead Drive #306 Perrysburg OH 43553	patricia.fugee@fisherbroyles.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Cherokee Debt Acquisition, LLC, Whitebox Asymmetric Partners, LP, Whitebox Multi-Strategy Partners, LP and Hain Capital Investors Master Fund, Ltd.	Foley & Lardner LLP	Attn: Erika L. Morabito, Esq. 3000 K. Street, N.W. Suite 600 Washington DC 20007-5109	emorabito@foley.com	Email
Counsel to CenterPoint Properties Trust, and Victor Reagan Family Trust, Cherokee Debt Acquisition, LLC, Whitebox Asymmetric Partners, LP, Whitebox Multi-Strategy Partners, LP and Hain Capital Investors Master Fund, Ltd.	Foley & Lardner LLP	Attn: Katherine R. Catanese, Jocelyn Campos 90 Park Ave. New York NY 10016	kcatanese@foley.com jcamps@foley.com	Email
Counsel to CenterPoint Properties Trust	Foley & Lardner LLP	Attn: Michael Small 321 N. Clark Street Suite 2800 Chicago IL 60654	msmall@foley.com	Email
Counsel to Victor Reagan Family Trust	Foley Gardere Foley & Lardner LLP	Attn: Thomas Scannell 2021 McKinney Avenue Suite 1600 Dallas TX 75201	tscannell@foley.com	Email
Counsel for Sherthal, LLC	Fox Rothschild LLP	Attn: Jeffrey L. Widman 321 N. Clark Street Suite 800 Chicago IL 60654	jwidman@Foxrothschild.com	Email
Counsel to Hanesbrands, Inc.	Fox Rothschild LLP	Attn: Seth A. Niederman 919 North Market Street Suite 300 Wilmington DE 19899-2323	Sniederman@FoxRothschild.com	Email
Counsel to Capref Burbank, LLC	Fox Rothschild, LLP	Attn: Mark E. Hall, Michael R. Herz 49 Market Street Morristown NJ 07960	mhall@foxrothschild.com mherz@foxrothschild.com	Email
Counsel to The Chamberlain Group, Inc.	Fox Swibel Levin & Carroll LLP	Attn: N. Neville Reid 200 West Madison Street Suite 3000 Chicago IL 60606	nreid@foxswibel.com	Email
Counsel to Bottling Group, LLC and its affiliates and subsidiaries, operating as Pepsi Beverages Company and Frito-Lay North America, Inc.	FrankGecker LLP	Attn: Joseph D. Frank, Jeremy C. Kleinman 1327 W. Washington Boulevard Suite 5G-H Chicago IL 60607	jfrank@fgllp.com jkleinman@fgllp.com	Email
Counsel to Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as Trustee, in trust for the registered holders of Citigroup Mortgage Loan Trust 2007-AHL2, Asset-Backed Pass-Through Certificates, Series 2007-AHL2, Mortgage Pass-Through Certificates	Frenkel, Lambert, Weiss, Weisman & Gordon, LLP	Attn: Michelle C. Marans, Esq. 53 Gibson Street Bay Shore NY 11706		First Class Mail

## Exhibit A

## Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Seritage Growth Properties, Seritage SRC Finance LLC, and Seritage KMT Finance LLC, Seritage Growth Properties, Seritage Growth Properties, L.P., Seritage KMT Mezzanine Finance LLC, Seritage SRC Mezzanine Finance LLC, Seritage KMT Finance LLC, Seritage SRC Finance LLC, Seritage GS Holdings LLC, Seritage SPS Holdings LLC, and Seritage MS Holdings LLC (collectively, "Seritage")	Fried, Frank, Harris, Shriver & Jacobson LLP	Attn: Brad Eric Scheler, Scott B. Luftglass, Peter B. Siroka, Michael C. Keats One New York Plaza New York NY 10004	brad.eric.scheler@friedfrank.com scott.luftglass@friedfrank.com peter.siroka@friedfrank.com michael.keats@friedfrank.com	Email
Counsel to Sitel Operating Corporation	Frost Brown Todd LLC	Attn: Edward M. King 400 W Market St Suite 3200 Louisville KY 40202	tking@fbtlaw.com	Email
Counsel to Washington Prime Group Inc. and The Kroger Co.	Frost Brown Todd LLC	Attn: Ronald E. Gold & AJ Webb 3300 Great American Tower 301 East Fourth Street Cincinnati OH 45202	rgold@fbtlaw.com awebb@fbtlaw.com	Email
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances	Fultz Maddox Dickens PLC	Attn: Phillip A. Martin, Laura M. Brymer 101 South Fifth Street 27th Floor Louisville KY 40202	pmartin@fmdlegal.com lbrymer@fmdlegal.com	Email
Counsel to Defendants Robert Schriesheim, Robert Riecker, and Scott Huckins	Gair Eberhard Nelson Dedinas Ltd	Attn: Chris Gair 1 E. Wacker Drive, Suite 2600 Chicago IL 60601	cgair@gairlawgroup.com	Email
Conflicts Counsel to Transform Holdco LLC	Gelber & Santillo PLLC	Attn: R. Zachary Gelber, Kristen M. Santillo 347 West 36th Street Suite 805 New York NY 10018	zgelber@gelbersantillo.com ksantillo@gelbersantillo.com	Email
Counsel to Yang Ming (America) Corp., and Yang Ming Marine Transport Corp.	Gellert Scali Busenkell & Brown LLC	Attn: Gary F. Seitz 8 Penn Center 1628 John F. Kennedy Blvd, Suite 1901 Philadelphia PA 19103	gseitz@gsbblaw.com	Email
Counsel to Community Unit School District 300	Gensburg Calandriello & Kanter, P.C.	Attn: Matthew T. Gensburg 200 West Adams Street Suite 2425 Chicago IL 60606	mgensburg@gcklegal.com	Email
Counsel to S&P Global, Inc.	Gibbons P.C.	Attn: David N. Crapo, Esq. One Gateway Center Newark NJ 07102-5310	dcrapo@gibbonslaw.com	Email
Counsel to Henkel Corporation	Gibbons P.C.	Attn: Howard A. Cohen 300 Delaware Avenue Suite 1015 Wilmington DE 19801-1671	hcohen@gibbonslaw.com	Email
Counsel to Henkel Corporation, American Lebanese Syrian Associated Charities, Inc.	Gibbons P.C.	Attn: Natasha M. Songonuga One Pennsylvania Plaza 37th Floor New York NY 10119-3701	nsongonuga@gibbonslaw.com	Email

## Exhibit A

## Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Interested Party, and Saker ShopRites, Inc.	Giordano, Halleran & Ciesla, P.C.	Attn: Donald F. Campbell, Jr. 125 Half Mile Road Suite 300 Red Bank NJ 07701	dcampbell@ghclaw.com	Email
Counsel to A.O. Smith Corporation, and Johnson Controls, Inc.	Godfrey & Kahn, S.C.	Attn: Timothy F. Nixon One East Main Street Suite 500 Madison WI 53703	tnixon@gklaw.com	Email
Counsel to Infinite Peripherals, Inc.	Goldstein & McClintock LLLP	Attn: Matthew McClintock 375 Park Avenue Suite 2670 New York NY 10152	mattm@goldmclaw.com	Email
Counsel to AMAV Enterprises Ltd.	Golenbock Eiseman Assor Bell & Peskoe LLP	Attn: Jonathan L. Flaxer, Esq., Michael S. Weinstein, Esq. 711 Third Avenue New York NY 10017	jflaxer@golenbock.com mweinstein@golenbock.com	Email
Counsel to Waste Management National Services, Inc., Urban Edge Properties LP and its Subsidiaries, Interactions LLC	Goodwin Procter LLP	Attn: Barry Z. Bazian, Michael H. Goldstein, William P. Weintraub The New York Times Building 620 Eighth Avenue New York NY 10018	bbazian@goodwinlaw.com mgoldstein@goodwinlaw.com wweintraub@goodwinlaw.com	Email
Counsel to 233 S. Wacker, LLC	Gould & Ratner LLP	Attn: Matthew A. Olins, Esq., Ellen M. Chapelle, Esq. & Vanessa R. Tiradentes, Esq. 222 North LaSalle Street Suite 800 Chicago IL 60601	searsnotice@gouldratner.com	Email
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	Attn: Douglas B. Rosner 400 Atlantic Avenue Boston MA 02110-3333	drosner@goulstonstorrs.com	Email
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	Attn: Trevor R. Hoffmann 885 Third Avenue 18th Floor New York NY 10022	thoffmann@goulstonstorrs.com	Email
Counsel to American National Insurance Company	Greer, Herz & Adams, LLP	Attn: Frederick Black, Tara B. Annweiler, Marc D. Young One Moody Plaza 18th Floor Galveston TX 77550	tannweiler@greerherz.com	Email
Counsel to Loancare, LLC and Rushmore Loan Management Services, LLC	Gross Polowy, LLC	Attn: Courtney R Williams, Ehret Anne Van Horn 1775 Wehrle Drive, Suite 100 Williamsville NY 14221		First Class Mail
Counsel to Criteo S.A.	Hahn & Hessen LLP	Attn: Janine M. Figueiredo, Esq. 488 Madison Avenue 15th Floor New York NY 10022	jfigueiredo@hahnhessen.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Co-Counsel to Taubman Landlords and NW Properties Landlords, Relator Carl Ireland, Administrator the Estate of James Garbe	Halperin Battaglia Benzija, LLP	Attn: Donna H. Lieberman, Alan D. Halperin, Ligee Gu 40 Wall Street 37th Floor New York NY 10005	dlieberman@halperinlaw.net ahalperin@halperinlaw.net lgu@halperinlaw.net	Email
Top 20 Unsecured Creditor	Hanesbrands Inc	Attn: Joia Johnson, Chief Administrative Officer and General Counsel 1000 East Hanes Mill Road Winston Salem NC 27105		First Class Mail
Counsel to Leonora Gonzalez	Herrera Law Firm, P.A.	Attn: Jose-Trelles Herrera P.O. Box 442968 Miami FL 33144	JTHerrera@Herreralawfirm.com VTarajano@Herreralawfirm.com	Email
Proposed Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Herrick, Feinstein LLP	Attn: Sean E. O'Donnell, Stephen B. Selbst, Steven B. Smith, Michelle M. Sekowski, Kyle J. Kolb, Christopher W. Carty 2 Park Avenue New York NY 10016	sodonnell@herrick.com sselbst@herrick.com ssmith@herrick.com msekowski@herrick.com CCarty@herrick.com KKolb@herrick.com	Email
Counsel to BH North American Corporation	Higgs Fletcher & Mack LLP	Attn: Martin A. Eliopoulos, Esq. 401 West A Street Suite 2600 San Diego CA 92101	elio@higglaw.com	Email
Counsel to Plaza las Americas, Inc., Plaza del Caribe, S.E., and Garda CL Great Lakes, Inc., Cushman & Wakefield Inc.	Holland & Knight LLP	Attn: Barbra R. Parlin, Arthur E. Rosenberg, Marc L. Antonecchia 31 West 52nd Street New York NY 10019	barbra.parlin@hklaw.com elvin.ramos@hklaw.com arthur.rosenberg@hklaw.com Marc.Antonecchia@hklaw.com	Email
Counsel to Garda CL Great Lakes, Inc.	Holland & Knight LLP	Attn: Jose A. Casal, Esq., Joaquin J. Alemany, Esq. 701 Brickell Avenue Suite 3300 Miami FL 33131	jose.casal@hklaw.com jjalemany@hklaw.com	Email
Counsel for Kunal Kamlani	Holwell Shuster & Goldberg LLP	Attn: Matthew Gurgel, Vincent Levy & Michael S. Shuster & Daniel P. Goldberg 425 Lexington Avenue New York NY 10017	mgurgel@hsgllp.com vlevy@hsgllp.com mshuster@hsgllp.com	Email
Counsel to Midwest Tool, Cutlery Company	Honigman Miller Schwartz and Cohn LLP	Attn: Lawrence A. Lichtman 2290 First National Building 660 Woodward Avenue Detroit MI 48226	llichtman@honigman.com	Email
Counsel to Matson Navigation Company, Inc., Counsel for the Honourable J. Douglas Cunningham, Q.C., as court-appointed litigation trustee for the Canadian Debtors, and Counsel for 1291079 Ontario Limited, as class representative for the potential class of Sears Hometown Dealer stores	Hughes Hubbard & Reed LLP	Attn: Christopher Gartman, Neil J. Oxford, Dustin P. Smith One Battery Park Plaza New York NY 10004	chris.gartman@hugheshubbard.com neil.oxford@hugheshubbard.com dustin.smith@hugheshubbard.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to UBS AG, as lender for the Sparrow Term Loan maturing 2019, McLane Company, Inc., Henry Shahery	Hunton Andrews Kurth LLP	Attn: Brett L. Gross, Paul N. Silverstein, Michael S. Legge, Brian M. Clarke 200 Park Avenue New York NY 10166	bgross@HuntonAK.com paulsilverstein@huntonak.com brianclarke@huntonak.com	First Class Mail and Email
Counsel to McLane Company, Inc.	Hunton Andrews Kurth LLP	Attn: Gregory G. Hesse 1445 Ross Avenue Suite 3700 Dallas TX 75202	ghesse@huntonak.com	Email
Counsel to CBL & Associates Management, Inc.	Husch Blackwell LLP	Attn: Caleb T. Holzaepfel 736 Georgia Avenue Suite 300 Chattanooga TN 37402	caleb.holzaepfel@huschblackwell.com	Email
Counsel to 5330 Crosswind, LLC	Ice Miller LLP	Attn: Daniel R. Swetnam 250 West Street Suite 700 Columbus OH 43215	Daniel.Swetnam@icemiller.com	Email
County of Imperial, California	Imperial County Treasurer- Tax Collector	Attn: Karen Vogel, Treasurer-Tax Collector 940 West Main Street Suite 106 El Centro CA 92243	taxcollector@co.imperial.ca.us	Email
Impremedia Operating Company, LLC	Impremedia Operating Company, LLC	Attn: Alex Macias 915 Wilshire Blvd Ste. 800 Los Angeles CA 90017	alex.macias@impremedia.com	Email
Interactions LLC	Interactions LLC	Attn: Joseph P. Gildea, SVP Finance and Administration 31 Hayward Street Suite E Franklin MA 02038	jgildea@interactions.com	Email
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation 2970 Market Street Philadelphia PA 19104-5016	Mimi.M.Wong@irs counsel.treas.gov	First Class Mail and Email
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346	Mimi.M.Wong@irs counsel.treas.gov	First Class Mail and Email
Counsel to Iron Mountain Information Management, LLC,	Iron Mountain Information Management, LLC	Attn: Joseph Corrigan One Federal Street Boston MA 02110	Bankruptcy2@ironmountain.com	Email
Counsel to Data Print Technologies, Inc.	Jasne & Florio, L.L.P.	Attn: Hugh G. Jasne, Esq., Diane L. Klein, Esq. 30 Glenn Street Suite 103 White Plains NY 10603	hgj@jasneflorio.com dlk@jasneflorio.com	Email
Counsel to John C. Adams and Kennylugenia Adams	John C. Adams and Kennylugenia Adams	Attn: John C. Adams, Kennylugenia Adams P.O. Box 326 Aptos CA 95001	brownsvilleorchards@aol.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for Defendant Cesar L. Alvarez	Joseph Hage Aaronson LLC	Attn: Gregory P. Joseph, Courtney A. Solomon, Rachel M. Cherington, Benjamin A. Taylor 485 Lexington Avenue 30th Floor New York NY 10017	gjoseph@jha.com csolomon@jha.com rcherington@jha.com btaylor@jha.com	Email
Counsel to Lennox International Inc. and Lennox National Account Services, LLC	Judith Elkin PLLC	Attn: Judith Elkin 23 Malyana Lane New Rochelle NY 10805	elkinj@mac.com	Email
Counsel to Prescott Investors, Inc., Prescott Associates L.P., Prescott General Partners LLC, Prescott International Partners L.P., Horizon Spin-Off and Corporate Restructuring Fund, Kinetics Portfolio Trust, and Luma Capital S.A.-SPF	K&L Gates LLP	Attn: Brian D. Koosed 1601 K Street, NW Washington DC 20006	brian.koosed@klgates.com	First Class Mail and Email
Counsel to Amazon.com Services, Inc., Amazon Payments, Inc., Amazon Services LLC, and SAS Institute Inc.	K&L Gates LLP	Attn: John Bicks 599 Lexington Avenue New York NY 10022	John.Bicks@klgates.com	Email
Counsel to Defendants Lawrence Meerschaert, Leena Munjal and Joseph Jordan	Kaplan Rice LLP	Attn: Michelle Rice & Howard J. Kaplan 142 West 57th Street Suite 4A New York NY 10019	mrice@kaplanrice.com hkaplan@kaplanrice.com	Email
Counsel to Kmart Holding Corporation	Katten Muchin Rosenman LLP	Steven J. Reisman 575 Madison Avenue New York NY 10022-2585	sreisman@katten.com	Email
Counsel to GBR Green Acres Limited Liability Company, Greenwich 29 L.P., and 909 Group, L.P.	Keane & Beane, P.C.	Attn: Andrew P. Tureaud 445 Hamilton Avenue 15th Floor White Plains NY 10601	atureaud@kblaw.com	Email
Counsel to Computershare Turst Company, N.A., as Indenture Trustee	Kelley Drye & Warren LLP	Attn: Eric R. Wilson, Esq., Benjamin D. Feder, Esq. 101 Park Avenue New York NY 10178	KDWBankruptcyDepartment@KelleyDrye.com bfeder@kelleydrye.com	Email
Counsel to Voortman Cookies Limited	Kenney Shelton Liptak & Nowak, LLP	Attn: Jeffery A. Carlino, Esq. The Calumet Building 233 Franklin Street Buffalo NY 14202	jacarlino@kslnlaw.com	Email
Counsel to Namco USA Inc.	Kirby Aisner & Curley LLP	Attn: Julie Cvek Curley, Esq. 700 Post Road, Suite 237 Scarsdale NY 10583	jcurley@kacllp.com	Email
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE Appliances, (i) GLP US Management, LLC, (ii) Icon Owner Pool 4 Northeast/Midwest, LLC, (iii) Western B Southeast FL, LLC, (iv) Icon Owner Pool 1 West/Southwest, LLC, (v) Icon Owner Pool 1 SF Non-Business Parks, LLC, (vi) Icon DP MD Owner Pool 2 West/Northeast/Midwest, LLC, and (vii) Icon Owner Pool 1 SF Business Parks, LLC	Klestadt Winters Jureller Southard & Stevens, LLP	Attn: Sean C. Southard, Lauren C. Kiss 200 West 41st Street 17th Floor New York NY 10036-7203	ssouthard@klestadt.com lkiss@klestadt.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Shaghali, Ltd.	Kogan Law Firm, APC	Attn: Michael S. Kogan 11835 W. Olympic Blvd., Suite 695E Los Angeles CA 90064	mkogan@koganlawfirm.com	Email
Counsel to Crossroads Mall, LLC	Koley Jessen P.C., L.L.O.	Attn: Brian Koenig 1125 South 103 Street, Suite 800 Omaha NE 68124	brian.koenig@koleyjessen.com	Email
Claims Agent	Kroll Restructuring Administration LLC	Attn: Herb Baer, Richard M. Allen 55 East 52nd Street 17th Floor New York NY 10055	searsteam@primeclerk.com serviceqa@primeclerk.com	Email
Counsel to Epic Designers Limited	Kudman Trachten Aloe LLP	Attn: Paul H. Aloe, David S. Saponara Empire State Building 350 Fifth Avenue, 68th Floor New York NY 10118	paloe@kudmanlaw.com dsaponara@kudmanlaw.com	Email
Counsel to PREIT Services, LLC, BET Investments, and the Robbins Companies	Kurtzman   Steady, LLC	Attn: Jeffrey Kurtzman 401 S. 2nd Street Suite 200 Philadelphia PA 19147	kurtzman@kurtzmansteady.com	Email
Counsel to Angela Kelly and Janyce L. MacKenzie	Lane Powell PC	Attn: Will J. Brunnquell, Esq. 1420 Fifth Avenue Suite 4200 Seattle WA 98101	brunnquellw@lanepowell.com	Email
Counsel to Alatex, a Joint Venture, Papa Rochester, LP, Walters Investments, LP, Wal-Go Associates LLC	Langley & Banack, Incorporated	Attn: David S. Gragg Trinity Plaza II, Ninth Floor 745 E. Mulberry, Suite 900 San Antonio TX 78212	dgragg@langleybanack.com	Email
Counsel for 4th Street South II, LLC, a Michigan Limited Liability Company	Lasky Fifarek, P.C.	Attn: John R. Fifarek, Esq. 120 N. Washington Square Ste. 625 Lansing MI 48933	jififarek@laskyfifarek.com	Email
Counsel to Oster Yorktown Properties, LLC, U.S. Realty 86 Associates and Westmount Plaza Associates	Lasser Hochman, L.L.C.	Attn: Richard L. Zucker 75 Eisenhower Parkway Roseland NJ 07068	rzucker@lasserhochman.com	Email
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Christopher Harris, Esq. 885 Third Avenue New York NY 10022-4834	christopher.harris@lw.com	Email
Counsel to Simon Property Group	Latham & Watkins LLP	Attn: Peter M. Gilhuly, Ted A. Dillman 355 South Grand Ave Ste. 100 Los Angeles CA 90071-1560	peter.gilhuly@lw.com ted.dillman@lw.com	Email
Counsel to Rhode Island Textile Company, Ruyi Design & Manufacture Inc. and TJD Holdings Inc.	Law Office of Curtis A. Hehn	Attn: Curtis A. Hehn 1007 N. Orange St., 4th Floor Wilmington DE 19801	curtishehn@comcast.net	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Vandale Industries, Inc.	Law Office of Gilbert A. Lazarus, PLLC.	Attn: Gilbert A. Lazarus 92-12 68th Avenue Forest Hills NY 11375	gillazarus@gmail.com	Email
Counsel to NW Properties Landlords	Law Office of Kevin S. Neiman, PC	Attn: Kevin S. Neiman 999 18th Street Suite 1230 S Denver CO 80202	kevin@ksnpsc.com	Email
Counsel for U.S. Bank National Association d/b/a U.S. Bank Equipment Finance	Law Offices of Charles A. Gruen	Attn: Charles A. Gruen 381 Broadway Suite 300 Westwood NJ 07675	cgruen@gruenlaw.com	Email
Counsel to JS Sainty Hantang Trad Co. Ltd	Law Offices of Chen & Associates, P.C.	Attn: Yimin Chen, Esq., Bo Shi, Esq. 39-15 Main Street, Suite 502 Flushing NY 11354	chenattorney@yahoo.com	Email
Local Counsel for the Certain Texas Taxing Entities	Law Offices of Douglas T. Tabachnik, P.C.	Attn: Douglas T. Tabachnik, Esq. 63 West Main Street Suite C Freehold NJ 07728	dtabachnik@dttlaw.com	Email
Counsel to Caparra Center Associates, San Patricio Plaza ("SPP") Landlord	Law Offices of Penny R. Stark	Attn: Penny R. Stark 9861 Sunrise Lakes Boulevard Suite 308 Fort Lauderdale FL 33322	pstarkesq@gmail.com	Email
Counsel to Winiadaewoo Electronics America, Inc.	Law Offices of Perry R. Clark	Attn: Perry Clark, Esq. 825 San Antonio Road Palo Alto CA 94303	perry@perryclarklaw.com	Email
Counsel to Michael Wyse	Law Offices of Richard J. Corbi PLLC	Attn: Richard J. Corbi, Esq. 1501 Broadway, 12th Floor New York NY 10036	rcorbi@corbilaw.com	Email
Counsel to Henry Shahery	Law Offices of Saul Reiss	Attn: Saul Reiss 2800 28th Street, Suite 328 Santa Monica CA 90405-6201	saulreiss@reisslaw.net reisslaw@reisslaw.net	Email
Counsel to Cudlie Accessories LLC, Flatbush Center Parking LLC, Project 28 Clothing LLC, Ikeddi Imports LLC, Cynergy Trading, Sasha Handbags, Inc., One Step Up, Ltd., Lifeworks Technology Group, Concept One Accessories, Central Mills Inc.	Lazarus & Lazarus, P.C.	Attn: Harlan M. Lazarus 240 Madison Avenue 8th Floor New York NY 10016	hlazarus@lazarusandlazarus.com harlan.lazarus@gmail.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Westfield, LLC and its affiliate, Annapolis Mall Owner LLC, Brandon Shopping Center Partners LTD, Broward Mall LLC, Citrus Park Mall Owner LLC, Countryside Mall LLC, Roseville Shoppingtown LLC, Meriden Square Partnership, Montgomery Mall Owner LLC, North County Fair LP and EWH Escondido Associates, L.P., Oakridge Mall LLC, WEA Palm Desert LLC, Sarasota Shoppingtown LLC, WEA Southcenter LLC, Sunrise Mall LLC, UTC Venture LLC, Valencia Town Center Venture, L.P., Wheaton Plaza Regional Shopping Center LLC, Beneson Capital Partners, LLC and its affiliate Brooks Shopping Centers, LLC, Concord Mall LP, and Berkshire Mall LP	LeClairRyan, PLLC	Attn: Ilan Markus and Niclas A. Ferland 545 Long Wharf Drive 9th Floor New Haven CT 06511		First Class Mail
Counsel to DXC Technology Services LLC, successor in interest to Computer Sciences Corporation and CSC Covansys Corporation	LeClairRyan, PLLC	Attn: Janice B. Grubin, Alex J. Chase 885 Third Avenue 16th Floor New York NY 10022		First Class Mail
Counsel to Claimants, R.S., a minor child of Joanna Samuel, S.S., a minor child of Joanna Samuel, T.S., a minor child of Joanna Samuel, Juan Rosario, Aubain Scotland, Aquita Williams, Peter Archer, Lee J. Rohn and Richard Samuel, O'Rosia Figueroa	Lee J. Rohn and Associates, LLC	Attn: Lee J. Rohn, Esquire 1101 King Street Christiansted, St. Croix VI 00820	lee@rohnlaw.com	Email
Counsel to 1803, LLC, and Camegaran, LLC	Leonard, O'Brien, Spencer, Gale & Sayre, Ltd.	Attn: James M. Jorissen 100 South Fifth Street Suite 2400 Minneapolis MN 55402		First Class Mail
Counsel to EMA Investments San Diego, LLC	Levene, Neale, Bender, Yoo & Brill L.L.P.	Attn: Kurt Ramlo 10250 Constellation Boulevard, Suite 1700 Los Angeles CA 90067	kr@lnbyb.com	Email
Counsel to Bexar County	Linebarger Goggan Blair & Sampson, LLP	Attn: David G. Aelvoet 711 Navarro Street Ste 300 San Antonio TX 78205	sanantonio.bankruptcy@publicans.com	Email
Counsel to Aransas County, Bee County, Jim Wells CAD, Nueces County, City of Harlingen, Hidalgo County, Victoria County, Blanco CAD, Harlingen CISD, Cameron County	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane Wade Sanders P.O. Box 17428 Austin TX 78760		First Class Mail
Counsel to Tarrant County and Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: Elizabeth Weller 2777 N. Stemmons Freeway Suite 1000 Dallas TX 75027	dallas.bankruptcy@publicans.com	Email
Counsel to Matagorda County, Angelina County, Cleveland ISD, Galveston County, Orange County, Cypress-Fairbanks ISD, Tyler County, Fort Bend County, Wharton Co Jr Coll Dist, Harris County, Jasper County, Houston CAD, Montgomery County, and Polk County	Linebarger Goggan Blair & Sampson, LLP	Attn: John P. Dillman PO Box 3064 Houston TX 77253-3064	houston_bankruptcy@publicans.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to LTMAC Properties, LLC	Linowes and Blocher LLP	Attn: John T. Farnum, Esq. 7200 Wisconsin Avenue Suite 800 Bethesda MD 20814		First Class Mail
Counsel to SUSO 4 Ocean LP and Maynardville Pike LP	Lippes Mathias Wexler Friedman LLP	Attn: John A. Mueller 50 Fountain Plaza Suite 1700 Buffalo NY 14202-2216	jmueller@lippes.com	Email
Counsel to Pension Benefit Guaranty Corporation	Locke Lord LLP	Attn: Brian A. Raynor, Aaron C. Smith 111 South Wacker Drive Chicago IL 60606	braynor@lockelord.com asmith@lockelord.com	Email
Counsel to DFS Services, LLC	Locke Lord LLP	Attn: Ira S. Green 200 Vesey Street New York NY 10281	ira.greene@lockelord.com	Email
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	Attn: Joseph N. Froehlich Brookfield Place 200 Vesey Street, 20th Floor New York NY 10281	jfroehlich@lockelord.com	Email
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	Attn: W. Steven Bryant 600 Congress Avenue Ste. 2200 Austin TX 78701	sbryant@lockelord.com	Email
Counsel to LG Electronics USA, Inc., Valvoline, Medline Industries, Inc., and GTM America Corporation	Lowenstein Sandler LLP	Attn: Bruce S. Nathan, Esq., Eric S. Chafetz, Esq., Robert M. Hirsh, Esq. & Lindsay H. Sklar, Esq. 1251 Avenue of the Americas New York NY 10020	echafetz@lowenstein.com bnathan@lowenstein.com rhirsh@lowenstein.com lsklar@lowenstein.com	Email
Counsel to Active Media Services, Inc., d/b/a Active International	Lowenstein Sandler LLP	Attn: General Counsel One Lowenstein Drive Roseland NJ 07068		First Class Mail
Luan Investment, SE	Luan Investment, SE	Attn: Awilda I. Ramos, MD, VP PO Box 7462 Ponce PR 00732-7462	alexandra.bigas@gmail.com awilda.ramos@aguadillamallpr.com	Email
Counsel to City of Minneapolis	Mayerson & Hartheimer PLLC	Attn: David H. Hartheimer 845 Third Avenue New York NY 10022	david@mhlaw-ny.com	Email
Counsel to JPMorgan Chase Bank, National Association	McCalla Raymer Leibert Pierce LLC	Attn: Melissa Licker 420 Lexington Avenue Suite 840 New York NY 10170	NY_ECF_Notices@McCalla.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to the County of Anderson, Texas, Bastrop County Water Control and Improvement District #2, The County of Bastrop, Texas, Tax Appraisal District of Bell County, The County of Bosque, Texas, Bowie Central Appraisal District, The County of Brazos, Texas, Brown County Appraisal District, Burnet Central Appraisal District, Cherokee County Appraisal District, The County of Cherokee, Texas, The County of Comal, Texas, The County of Coryell, Texas, The County of Denton, Texas, Denton County Road Utility District #1, County of Erath, The County of Guadalupe, Texas, Harrison Central Appraisal District, The County of Harrison, Texas, The County of Hays, Texas, The County of Henderson, Texas, The County of Jasper, Texas, Groesbeck Independent School District, The City of Groesbeck, Texas, Mexia Independent School District, City of Waco and/or Waco Independent School District, Midland Central Appraisal District, Central Appraisal District of Taylor County, Terry County Appraisal District, The County of Wharton, Texas and The County of Williamson, Texas, (jointly "The Texas Ad Valorem Taxing Jurisdictions")	McCreary, Veselka, Bragg & Allen, P.C.	Attn: Lee Gordon, Tara LeDay P. O. Box 1269 Round Rock TX 78680	tleday@mvalaw.com	Email
Counsel to Direct Energy Business Marketing, LLC	McDowell Hetherington LLP	Attn: Andrew Kasner 1001 Fannin Street Suite 2700 Houston TX 77002	andrew.kasner@mhllp.com	Email
Counsel to New Jersey Self-Insurers Guaranty Association	McElroy, Deutsch, Mulvaney & Carpenter, LLP	Attn: Jeffrey Bernstein, Esq. 570 Broad Street Suite 1500 Newark NJ 07102	jbernstein@mdmc-law.com	Email
Counsel to New Jersey Self-Insurers Guaranty Association	McElroy, Deutsch, Mulvaney & Carpenter, LLP	Attn: Nicole A. Leonard, Esq. 225 Liberty Street 36th Floor New York NY 10281	nleonard@mdmc-law.com	Email
Counsel to Automotive Rentals, Inc., and ARI Fleet LT	McGlinchey Stafford, PLLC	Attn: Kristen D. Romano 112 West 34th Street Suite 1515 New York NY 10120	kromano@mcglinchey.com	Email
Counsel to Automotive Rentals, Inc. and ARI Fleet LT	McGlinchey Stafford, PLLC	Attn: Rudy J. Cerone, Esq. 601 Poydras Street 12th Floor New Orleans LA 70130	rcerone@mcglinchey.com	Email
Counsel to Royal Consumer Products, LLC	Meister Seelig & Fein LLP	Attn: Christopher J. Major 125 Park Avenue 7th Floor New York NY 10017	cjm@msf-law.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Prince George's County, Maryland, Calvert County, Maryland and Charles County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy 6801 Kenilworth Avenue Suite 400 Riverdale MD 20737-1385	nkenworthy@mrrlaw.net	Email
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Andrew M. Leblanc 1850 K Street, NW Suite 1100 Washington DC 20006		First Class Mail
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Craig M. Price 28 Liberty Street New York NY 10005-1413	cprice@milbank.com	Email
Counsel to LTMAC Properties, LLC	Miles & Stockbridge P.C.	Attn: John T. Farnum 1201 Pennsylvania Avenue Suite 900 Washington DC 20004	jfarnum@milesstockbridge.com	Email
Counsel to Missouri Department of Revenue	Missouri Department of Revenue, Bankruptcy Unit	Attn: Steven A. Ginther, Special Assistant Attorney General 301 W. High Street, Room 670 P.O. Box 475 Jefferson City MO 65105-0475	sdnyecf@dor.mo.gov	Email
Counsel to Acxiom Corporation	Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.	Attn: Stan D. Smith 425 West Capitol Avenue Suite 1800 Little Rock AR 72201-3525	ssmith@mwlaw.com	Email
Counsel to Creditor Hudson Concourse, LLC	Montee & Associates	Attn: Kevin P. Montee, Esq. 1250-I Newell Ave. Suite 149 Walnut Creek CA 94596		First Class Mail
Counsel to Hankook Tire America Corp., Crossroads Mall, LLC, Sakar International LLC & BST International Fashion Ltd.	Montgomery McCracken Walker & Rhoads LLP	Attn: Edward L. Schnitzer 437 Madison Ave New York NY 10022	eschnitzer@mmwr.com	Email
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Attn: Craig A. Wolfe 101 Park Avenue New York NY 10178-0600	Craig.wolfe@morganlewis.com	Email
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Attn: Laura McCarthy One Federal Street 32nd Fl Boston MA 02110-1726	laura.mccarthy@morganlewis.com	Email
Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Moritt Hock & Hamroff LLP	Attn: James P. Chou, Ted A. Berkowitz & Danielle J. Marlow 1407 Broadway - 39th Floor New York NY 10018	jchou@moritthock.com tberkowitz@moritthock.com dmarlow@moritthock.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Net Lease Management Partners, L.L.C., Greensboro Lease Management, L.L.C., Brighton Lease Management, L.L.C., and Drake Pacer Penry Acquisition, LLC	Morris James LLP	Attn: Stephen M. Miller 500 Delaware Avenue, Suite 1500 P.O. Box 2306 Wilmington DE 19899-2306	smiller@morrisjames.com	Email
Counsel to Lefmark Tamiami, Inc.	Morris, Nichols, Arsh & Tunnell LLP	Attn: Curtis S. Miller, Joseph C. Barsalona II 1201 North Market Street P.O. Box 1347 Wilmington DE 19899	jbarsalona@mnat.com	Email
Counsel to Icon Health & Fitness, Inc.	Morrison & Foerster LLP	Attn: Jennifer L. Marines, Benjamin W. Butterfield 250 West 55th Street New York NY 10019	jmarines@mofa.com bbutterfield@mofa.com	Email
Counsel to Allure Gems, LLC	Morrison Cohen LLP	Attn: Joseph T. Moldovan, Robert K. Dakis 909 Third Avenue New York NY 10022	bankruptcy@morrisoncohen.com	Email
Counsel to Puerto Rico Supplies Group, Inc. and its subsidiaries and/or affiliates, Glamour Corporation, Healthtex Distributors PR, Inc., PRS Export Group, LLC, PRS On Time Distributors, LLC. (collectively "PRSG").	MRO Attorneys at Law, LLC	Attn: Myrna L. Ruiz-Olmo, Esq. PO Box 367819 San Juan PR 00936-7819	mro@prbankruptcy.com	Email
Counsel to Whirpool Corporation	Munger, Tolles & Olson, LLP	Attn: Bradley R. Schneider, Thomas B. Walper 350 South Grand Avenue 50th Floor Los Angeles CA 90071-1560	thomas.walper@mto.com	Email
Counsel to International Airport Center, Inc., Comosoft, Inc.	Munsch Hardt Kopf & Harr, P.C.	Attn: Deborah M. Perry, Kevin M. Lippman 500 N. Akard Street Suite 3800 Dallas TX 75201-6659	dperry@munsch.com klippman@munsch.com	Email
National Association of Attorneys General	National Association of Attorneys General	Attn: Karen Cordry 1850 M St., NW 12th Floor Washington DC 20036	kcordry@naag.org	Email
Counsel to Michelin North America, Inc.	Nelson Mullins Riley & Scarborough LLP	Attn: Jody A. Bedenbaugh 1320 Main Street, 17th Floor Post Office Box 11070 (29211) Columbia SC 29201	jody.bedenbaugh@nelsonmullins.com	Email
Counsel to Retail Opportunity Investments Corp.	Nelson Mullins Riley & Scarborough LLP	Attn: Shane G. Ramsey 280 Park Avenue 15th Floor West New York NY 10017	shane.ramsey@nelsonmullins.com	Email
New York State Department of Taxation and Finance	New York State Department of Taxation and Finance	Attn: Enid Nagler Stuart; Assistant Attorney General Special Bankruptcy Counsel, Office of the New York State Attorney General 28th Liberty Street, 17th Floor New York NY 10005	enid.stuart@ag.ny.gov	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Christopher M. Desiderio 55 West 46th Street New York NY 10036	cdesiderio@nixonpeabody.com	Email
Counsel to California Self-Insurers' Security Fund	Nixon Peabody, LLP	Attn: Louis J. Cisz, III One Embarcadero Center 32nd Floor San Francisco CA 94111	lcisz@nixonpeabody.com	Email
Counsel to U.S. Bank National Association, N.A., as Indenture Trustee	Nixon Peabody, LLP	Attn: Richard C. Pedone 100 Summer Street Boston MA 02110	rpedone@nixonpeabody.com	Email
Counsel to Havas Formula, LLC and Havas Media Group USA LLC	Norton Rose Fulbright US LLP	Attn: Andrew Rosenblatt & James A. Copeland 1301 Avenue of the Americas New York NY 10019	andrew.rosenblatt@nortonrosefulbright.com james.copeland@nortonrosefulbright.com	Email
Counsel to Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Attn: Bob B. Bruner 1301 McKinney Suite 5100 Houston TX 77010	bob.brunner@nortonrosefulbright.com	Email
Counsel to World Technologies, Inc. d/b/a Techtronic Industries Power Equipment; Cantor Fitzgerald Securities as Administrative Agent and Collateral Agent under the Superpriority Junior Lien Secured DIP Credit Agreement; Living Spaces Furniture, LLC, FTI Consulting Canada Inc., in its capacity as court-appointed monitor for Sears Canada Inc. and certain of its affiliates	Norton Rose Fulbright US LLP	Attn: Howard Seife, Christy Rivera, Stephen Castro, David A. Rosenzweig, Eric Daucher & Francisco Vazquez 1301 Avenue of the Americas New York NY 10019-6022	howard.seife@nortonrosefulbright.com christy.rivera@nortonrosefulbright.com stephen.castro@nortonrosefulbright.com david.rosenzweig@nortonrosefulbright.com eric.daucher@nortonrosefulbright.com francisco.vazquez@nortonrosefulbright.com	Email
Counsel to Commonwealth of Pennsylvania, Department of Revenue	Office of Attorney General	Attn: Carol E. Momjian, Josh Shapiro The Phoenix Building 1600 Arch Street, Suite 300 Philadelphia PA 19103	cmomjian@attorneygeneral.gov	Email
Counsel for the North Carolina Department of Revenue	Office of the North Carolina Attorney General	Attn: Matthew H. Sommer Revenue Section Post Office Box 629 Raleigh NC 27602-0629	msommer@ncdoj.gov	Email
Counsel to the Comptroller of Public Accounts of the State of Texas	Office of the Texas Attorney General	Attn: John Stern, Assistant Attorney General Bankruptcy & Collections Division MC 008 P.O. Box 12548 Austin TX 78711-2548	bk-jstern@oag.texas.gov sherri.simpson@oag.texas.gov	Email
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Suite 1006 New York NY 10014	richard.morrissey@usdoj.gov paul.schwartzberg@usdoj.gov	First Class Mail and Email
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	Attn: Albena Pettrakov, Esq. 10 East 40th Street New York NY 10016	apetrakov@offitkurman.com	Email

## Exhibit A

## Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	Attn: Stephen A. Metz, Esq. 4800 Montgomery Lane 9th Floor Bethesda MD 20814	smetz@offitkurman.com	Email
Counsel to Ohio Department of Taxation	Ohio Department of Taxation	Attn: Office of the Ohio Attorney General 1600 Carew Tower 441 Vine Street Cincinnati OH 45202		First Class Mail
Counsel to J.W. Mitchell Company, LLC	O'Keefe & Associates Law Corporation, P.C.	Attn: Sean A. O'Keefe 130 Newport Center Drive Suite 140 Newport Beach CA 92660	sokeefe@okeefelc.com	Email
Counsel to [24]7.ai, Inc	O'Melveny & Myers LLP	Attn: Jennifer Taylor Two Embarcadero Center, 28th Floor San Francisco CA 94111	jtaylor@omm.com	Email
Counsel to [24]7.ai, Inc, Defendant Thomas J. Tisch and Benefit Street 2018 LLC	O'Melveny & Myers LLP	Attn: Matthew P. Kremer, Andrew J. Frackman, Daniel S. Shamah, Lauren M. Wagner Times Square Tower 7 Times Square New York NY 10036	mkremer@omm.com afrackman@omm.com lwagner@omm.com dshamah@omm.com	Email
Counsel to Contact US Teleservices (Atento)	Orrick, Herrington & Sutcliffe LLP	Attn: Matthew M. Fechik 2121 Main Street Wheeling WV 26003	mfechik@orrick.com	Email
Counsel to Contact US Teleservices (Atento), TELUS International (U.S.) Corporation, TELUS International (U.S.) Corporation	Orrick, Herrington & Sutcliffe LLP	Attn: Raniero D'Aversa, Evan C. Hollander & Emmanuel Fua 51 West 52nd Street New York NY 10019-6142	rdaversa@orrick.com echollander@orrick.com efua@orrick.com	Email
Top 20 Unsecured Creditor	Paco (China) Garment Ltd	Attn: Lily Wang No 9 Yueyang Road, Building B Qingdao Shandong 266071 China	lily@pacogarment.com	First Class Mail and Email
Counsel to Hangzhou GreatStar Industrial Co., Ltd	Parker Poe Adams & Bernstein LLP	Attn: Kiah T. Ford IV 401 South Tryon Street Suite 3000 Charlotte NC 28202	chipford@parkerpoe.com	Email
Proposed Conflict Counsel for Debtors and Debtors in Possession	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Attn: Paul M. Basta, Kelley A. Cornish, Lewis R. Clayton, Susanna M. Buergel, Robert Britton, Jonathan Hurwitz 1285 Avenue of the Americas New York NY 10019	pbasta@paulweiss.com kcornish@paulweiss.com lclayton@paulweiss.com sbuergel@paulweiss.com rbritton@paulweiss.com jhurwitz@paulweiss.com	Email
Counsel to Wlliam Juiris	Pedersen & Houpt	Attn: Lawrence W. Byrne, John S. Delnero 161 North Clark Street, Suite 2700 Chicago IL 60601	lbyrne@pedersenhoupt.com jdelnero@pedersenhoupt.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Red Bull North America, Inc.	Pepper Hamilton LLP	Attn: Henry Jaffe, Kenneth A. Listwak Hercules Plaza, Suite 5100 1313 N. Market Street Wilmington DE 19899-1709	jaffeh@pepperlaw.com listwakk@pepperlaw.com	Email
Counsel to Fayette County, Kerr County, City of Weslaco, Weslaco Independent School District, Kendall County, Maverick County & Uvalde County	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: John T. Banks 3301 Northland Drive Suite 505 Austin TX 78731	jbanks@pbfcml.com	Email
Counsel to Richardson ISD, City of Garland, Garland ISD, Carrollton-Farmers Branch ISD, and Local Counsel for the Certain Texas Taxing Entities	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Ebony Cobb 500 E. Border Street Suite 640 Arlington TX 76010	ecobb@pbfcml.com	Email
Counsel to Lubbock Central Appraisal District	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Laura J. Monroe P.O. Box 817 Lubbock TX 79408	lmbkr@pbfcml.com	Email
Counsel to Spring Branch Independent School District, et al	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Owen M. Sonik 1235 North Loop West Suite 600 Houston TX 77008	osonik@pbfcml.com	Email
Counsel to Norton Mailman Associates	Pick & Zabicki LLP	Attn: Douglas J. Pick 369 Lexington Avenue 12th Floor New York NY 10017	dpick@picklaw.net	Email
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square Mall, Huntington Mall Company dba Huntington Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley Mall, the Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre and Howland Commons, LLC dba Howland Commons	Pierce McCoy, PLLC	Attn: Jonathan A. Grasso 85 Broad Street Suite 17-063 New York NY 10004	jon@piercemccoy.com	Email
Counsel to Tote, Inc.	Price Meese Shulman & D'Arminio, P.C.	Attn: Rick A. Steinberg 50 Tice Boulevard Suite 380 Woodcliff Lake NJ 07677	rsteinberg@pricemeese.com	Email
Counsel to MCS Hemet Valley Center LLC	Procopio, Cory, Hargreaves & Savitch LLP	Attn: Gerald P. Kennedy 525 B Street Suite 2200 San Diego CA 92101	gerald.kennedy@procopio.com	Email
Counsel to Malca-Almit USA, LLC ("Malca")	Pryor & Mandelup, L.L.P.	Attn: J. Logan Rappaport, Esq. 675 Old Country Road Westbury NY 11590	lr@pryormandelup.com	Email
Counsel to ABC Supply Co. Inc.	Pryor & Mandelup, L.L.P.	Attn: Robert L. Pryor 675 Old Country Road Westbury NY 11590	rlp@pryormandelup.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Broad Street Station, LLC c/o Collett	Pryor Cashman LLP	Attn: Marie Polito Hofsdal 7 Times Square New York NY 10036	mhofsdal@pryorcashman.com	Email
Counsel to the Administrative Expense Claims Representative	Quinn Emanuel Urquhart & Sullivan LLP	Attn: Erika L. Morabito 1300 I Street NW Suite 900 Washington DC 20005	erikamorabito@quinnmanuel.com	Email
Counsel to Omega Advisors Inc. and the Administrative Expense Claims Representative	Quinn Emanuel Urquhart & Sullivan LLP	Attn: Susheel Kirpalani, Jonathan E. Pickhardt, Andrew S. Corkhill, Matthew Scheck, Ellison Ward Merkel, Eric M. Kay 51 Madison Avenue 22nd Floor New York NY 10010	susheelkirpalani@quinnmanuel.com jonpickhardt@quinnmanuel.com andrewcorkhill@quinnmanuel.com matthewscheck@quinnmanuel.com ellisonmerkel@quinnmanuel.com erickay@quinnmanuel.com	Email
Counsel to Southhaven Associates LLC	Reid and Riege, P.C.	Attn: Thomas Daily One Financial Plaza 21st Floor Hartford CT 06103	tdaily@rrlawpc.com	Email
Counsel to Miele, Inc.	Reiss+Preuss LLP	Attn: Guy A. Reiss, Erik Tikkanen 200 West 41st Street 20th Floor New York NY 10036	greiss@reisspreuss.com	Email
Counsel to Sante Marcoccia	Rich Michaelson Magaliff, LLP	Attn: Howard P. Magaliff 335 Madison Avenue 9th Floor New York NY 10017	hmagaliff@r3mlaw.com	Email
Counsel to Community Unit School District 300	Robbins, Schwartz, Nicholas, Lifton & Taylor, Ltd.	Attn: Kenneth M. Florey, M. Neal Smith 631 E. Boughton Road Suite 200 Bolingbrook IL 60440	kflorey@robbins-schwartz.com nsmith@robbins-schwartz.com	Email
Counsel to Miele, Inc.	Robert E. Michael & Associates PLLC	Attn: Robert E. Michael, Aaron Hume 5911 Riverdale Avenue New York NY 10471	Robert.e.michael.esq@gmail.com Aron.hume@gmail.com	Email
Counsel to AmCap Wilson II LLC and Wilson Norridge LLC	Robinson & Cole LLP	Attn: Patrick M. Birney 280 Trumbull Street Hartford CT 06103	pbirney@rc.com	Email
Counsel to East End Commons Associates LLC, Wolf Family Series LP d/b/a Series III, Wolf Family Series LP d/b/a Series VII; Ontario Enterprises of the Wolf Family Series LP	Robinson Brog Leinwand Greene Genovese & Gluck P.C.	Attn: Fred B. Ringel, Esq., Robert M. Sasloff 875 Third Avenue, 9th Floor New York NY 10022	fbr@robinsonbrog.com rms@robinsonbrog.com	Email
Counsel to Guy Roofing, Inc.	Robinson Gray Stepp & Laffitte, LLC	Attn: R. William Metzger, Jr., Esq. P.O. Box 11449 Columbia SC 29211	bmetzger@robinsongray.com	Email
Counsel for MOAC Mall Holdings LLC	Ropes & Gray LLP	Attn: Douglas Hallward-Driemeier 2099 Pennsylvania Avenue, NW Washington DC 20006-6807	douglas.hallward-driemeier@ropesgray.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel for MOAC Mall Holdings LLC	Ropes & Gray LLP	Attn: Gregg M. Galardi & Andrew G. Devore 1211 Avenue of the Americas New York NY 10036-8704	gregg.galardi@ropesgray.com andrew.devore@ropesgray.com	Email
Counsel to Cross Country Home Services, Inc., and Duff & Phelps, LLC	Ropes & Gray LLP	Attn: James M. Wilton, Patricia I. Chen, Andrew G. Devore Prudential Tower 800 Boylston Street Boston MA 02199-3600	james.wilton@ropesgray.com patricia.chen@ropesgray.com andrew.devore@ropesgray.com	Email
Counsel to Duff & Phelps, LLC	Ropes & Gray LLP	Attn: Nicholas M. Berg, Timothy Farrell 191 North Wacker Drive 32nd Floor Chicago IL 60606-4302	nicholas.berg@ropesgray.com timothy.farrell@ropesgray.com	Email
Counsel to Cranston/BVT Associates, LLP	Rosen & Associates, P.C.	Attn: Sanford P. Rosen, Esq. 747 Third Avenue New York NY 10017-2803	srosen@rosenpc.com	Email
Local Counsel to BH North American Corporation	Rowlands, Lebrou & Griesmer, PLLC	Attn: Michael J. Catalfimo, Esq. 480 Broadway, Suite 250 Saratoga Springs NY 12866	mcatalfimo@rlglawny.com	Email
Counsel to RubyRed Garment Manufacturing S.A.E. (Jerseywear)/Egypt	Rubin LLC	Attn: Paul A. Rubin 345 Seventh Avenue 21st Floor New York NY 10001	prubin@rubinlawllc.com	Email
Counsel to Colonial Properties LLC, Groveport Lynx LLC, Lawrence Mart LLC, USP Aerospace Solutions, Inc.	Ruskin Moscou Faltischek, P.C.	Attn: Michael S. Amato, Esq. East Tower, 15th Floor 1425 RXR Plaza Uniondale NY 11556-1425	mamato@rmfpcc.com	Email
Counsel to AmCap Wilson II, LLC, Wilson Norridge, LLC, and HRA Fountains LP	S&D Law	Attn: Steven W. Kelly, Esq. 1290 Broadway Suite 1650 Denver CO 80203	skelly@s-d.com	Email
Counsel to Ray Padula Holdings, LLC	Sahn Ward Coschignano, PLLC	Attn: Robert A. Abiuso, Matthew C. McCann, Joel M. Shafferman 333 Earle Ovington Boulevard Suite 601 Uniondale NY 11553	mmccann@swc-law.com rabiuso@swc-law.com jshafferman@swc-law.com	Email
Counsel to Sakar International Inc.	Sakar	Attn: Jay Weinblatt 195 Carter Drive Edison NJ 08817	jweinblatt@sakar.com	Email
Counsel to the Ciuffo Family Trust & Dorel Industries Inc.	Schiff Hardin LLP	Attn: Louis T. DeLucia, Esq., Alyson M. Fiedler, Esq., Kayvan B. Sadeghi 666 Fifth Avenue Suite 1700 New York NY 10103	ksadeghi@schiffhardin.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F Street, NE Washington DC 20549	secbankruptcy@sec.gov NYROBankruptcy@sec.gov	First Class Mail and Email
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	bankruptcynoticeschr@sec.gov	First Class Mail and Email
Counsel to Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes, Fairholme Capital Management L.L.C. and Bruce Berkowitz	Seward & Kissel LLP	Attn: John R. Ashmead, Arlene R. Alves, Mark J. Hyland, Thomas Ross Hooper, Noah S. Czarny, Robert J. Gayda One Battery Park Plaza New York NY 10004	ashmead@sewkis.com alves@sewkis.com hyland@sewkis.com hooper@sewkis.com czarny@sewkis.com gayda@sewkis.com	Email
Counsel to Wilmington Trust, National Association, as indeture trustee and collateral agent	Seyfarth Shaw LLP	Attn: Edward M. Fox, Earnest Bacon 620 8th Avenue New York NY 10018	emfox@seyfarth.com ebacon@seyfarth.com	Email
Counsel to Sears Hometown and Outlet Stores, Inc.	Shearman & Sterling LLP	Attn: Fredric Sosnick, Sara Coelho 599 Lexington Avenue New York NY 10022	fsosnick@shearman.com sara.coelho@shearman.com	Email
Fee Examiner	Sheppard Mullin Richter & Hampton LLP	Attn: Paul E. Harner 30 Rockefeller Plaza New York NY 10112	pharner@sheppardmullin.com	Email
Counsel for Everlast World's Boxing Headquarters Corp.	Sheppard Mullin Richter & Hampton, LLP	Attn: Alan M. Feld, Esq., Ted Cohen, Esq. 30 Rockefeller Plaza New York NY 10112	afeld@sheppardmullin.com tcohen@sheppardmullin.com	Email
Counsel to Manco Florida Associates, LLC	Shutts & Bowen LLP	Attn: Ryan C. Reinert, Esq. 4301 W. Boy Scout Blvd Suite 300 Tampa FL 33607	rreinert@shutts.com	Email
Counsel to Simon Property Group, L.P.	Simon Property Group, L.P.	Attn: Ronald M. Tucker, Esq. 225 West Washington Street Indianapolis IN 46204	rtucker@simon.com	Email
Counsel to Summit Portraits, LLC	Singer & Levick, P.C.	Attn: Michelle E. Shriro 16200 Addison Road Suite 140 Addison TX 75001	mshriro@singerlevick.com	Email
Counsel for Loyal Holdings DE LLC and Westfall Town Center JV	Sirlin Lesser & Benson, P.C.	Attn: Dana S. Plon, Esquire 123 South Broad Street Suite 2100 Philadelphia PA 19109	dplon@sirlinlaw.com	Email
Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq. 4 Times Square New York NY 10036	Paul.Leake@skadden.com Shana.Elberg@skadden.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Quest Resource Management Group, LLC	Skierski Jain PLLC	Attn: Doug Skierski, Kristin H. Jain 400 N. St. Paul Suite 510 Dallas TX 75201	enotices@skijain.com	Email
Counsel to Paco (China) Garment Ltd.	Smiley Wang-Ekvall, LLP	Attn: Lei Lei Wang Ekvall, Philip E. Strok 3200 Park Center Drive Suite 250 Costa Mesa CA 92626	pstrok@swelawfirm.com	Email
Counsel to Red Bull North America, Inc.	Snell & Wilmer L.L.P.	Attn: Robert R. Kinas 3883 Howard Hughes Parkway #1100 Las Vegas NV 89169-5958	rkinas@swlaw.com	Email
Counsel to Florida Self-Insurers Guaranty Association, Inc.	Sorenson Van Leuven, PLLC	Attn: James E. Sorenson PO Box 3637 Tallahassee FL 32315-3637	bk@svllaw.com	Email
Counsel to Charles Pugh, Nicole Pugh, Jack Pugh, Sam Pugh, and Charles F. Pugh	Sorling Northrup	Attn: David A. Rolf 1 N. Old State Capitol, Suite 200 P.O. Box 5131 Springfield IL 62705-5131	darolf@sorlinglaw.com	Email
Counsel to Levin Management Corporation, Phillips Edison & Company, Conopco Inc. dba Unilever	Stark & Stark, P.C.	Attn: Thomas S. Onder, Joseph H. Lemkin P.O. Box 5315 Princeton NJ 08543	tonder@stark-stark.com jlemin@stark-stark.com	Email
State of Nebraska, Nebraska Game and Parks Commission	State of Nebraska	Attn: Carlton W. Wiggam Office of the Nebraska Attorney General 2115 State Capitol Building Lincoln NE 68509-8920	Carlton.Wiggam@Nebraska.gov	Email
Counsel to KG Denim Limited	Stein IP, LLC	Attn: Luiz Felipe de Oliveira 1990 M St NW #610 Washington DC 20036	loliveira@steinip.com	Email
Counsel to East Penn Manufacturing Co.	Stevens & Lee, P.C.	Attn: Constantine D. Pourakis 485 Madison Avenue 20th Floor New York NY 10022	cp@stevenslee.com	Email
Counsel for Telesoft Corp.	Stinson Leonard Street LLP	Attn: Thomas J. Salerno 1850 N. Central Avenue Suite 2100 Phoenix AZ 85004-4584	thomas.salerno@stinson.com	Email
Counsel for the Subsidiaries of Verizon Communications Inc.	Stinson LLP	Attn: Darrell W. Clark 1775 Pennsylvania Ave., NW, Suite 800 Washington DC 20006	darrell.clark@stinson.com	Email
Counsel to Dell Financial Services L.L.C	Streusand, Landon, Ozburn & Lemon, LLP	Attn: Sabrina L. Streusand 1801 S. Mopac Expressway Suite 320 Austin TX 78746	streusand@slollp.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Jonathan D. Canfield, Sayan Bhattacharyya 180 Maiden Lane New York NY 10038	khansen@stroock.com jcanfield@stroock.com sbhattacharyya@stroock.com	Email
Counsel to Robert A. Catalfamo, Lavarita D. Meriwether and Plaintiffs in the consolidated ERISA Action (the "ERISA Plaintiffs")	Stull, Stull & Brody	Attn: Patrick Slyne 6 East 45th Street New York NY 10017	pkslyne@ssbny.com	Email
Counsel to Fairholme Capital Management, LLC, and the Fairholme Funds, Inc., Steven T. Mnuchin	Sullivan & Cromwell LLP	Attn: Andrew G. Dietderich, Brian D. Glueckstein, Robert A. Sacks 125 Broad Street New York NY 1004-2498	dietdericha@sullcrom.com sacksr@sullcrom.com gluecksteinb@sullcrom.com	Email
Counsel for Izek Shomof and Alene Shomof Irrevocable Children's Trust Dated February 11, 1999, Vegas Group, LLC, and East River Group, LLC	SulmeyerKupetz, A Professional Corporation	Attn: Claire K. Wu, Asa Hami 333 South Grand Avenue Suite 3400 Los Angeles CA 90071	ckwu@sulmeyerlaw.com ahami@sulmeyerlaw.com	Email
Counsel to Infiloom India Private Ltd., Weavetex Overseas, Sumit Textile Industries, and Weavetex Overseas	Suri Law Office	Attn: Vivek Suri, Esq. 20 Vesey Street Suite 300 New York NY 10007	lawyer@surilawoffice.com	Email
Counsel to Alexandria Pelletteri & Thomas Pelletteri	Szaferman, Lakind, Blumstein, & Blader P.C.	Attn: Bruce M. Sattin, Esq. 101 Grovers Mill Road Suite 200 Lawrenceville NJ 08648	bsattin@szaferman.com	Email
Counsel to WiniaDaewoo Electronics America, Inc.	Tai Cho, Attorney at Law	Attn: Tai Cho 445 Fifth Ave. Suite 9E New York NY 10016	taicho7@aol.com	Email
Counsel to Vertical Industrial Park Associates	Tannenbaum Helpern Syracuse & Hirschtritt LLP	Attn: Michael J. Riela 900 Third Avenue 13th Floor New York NY 10022	Riela@thsh.com	Email
Counsel to the Taubman Landlords	Taubman Landlords	Attn: Andrew S. Conway 200 East Long Lake Road Suite 300 Bloomfield Hills MI 48304	aconway@taubman.com	Email
Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration 101 Barclay St., Floor 8W New York NY 10286		First Class Mail
Counsel to Stockton Mariposa LLC	The Law Office of Thomas A. Farinella, P.C.	Attn: Thomas A. Farinella, Esq. 260 Madison Avenue Suite 8090 New York NY 10016	tf@lawtaf.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director Office of the General Counsel 1200 K Street, N.W. Washington DC 20005-4026	mccarron.william@pbgc.gov efile@pbgc.gov	First Class Mail and Email
Counsel to Mien Co., Ltd., Helen Andrews Inc, Strong Progress Garment Factory Company Limited, Shanghai Fochier	The Saracheck Law Firm	Attn: Joseph E. Saracheck 101 Park Avenue 27th Floor New York NY 10178	joe@sarachecklawfirm.com	Email
Counsel to Pepperidge Farm, Incorporated	The Tsang Law Firm, P.C.	Attn: Michael Tsang 40 Wall Street 26th Floor New York NY 10005	mtsang@tsanglawfirm.com	Email
Counsel to Virginia Surety Company, Inc.	Thompson Hine LLP	Attn: Curtis L. Tuggle 3900 Key Center 127 Public Square Cleveland OH 44114-1291	Curtis.Tuggle@ThompsonHine.com	Email
Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Attn: Power Wang No. 2 Jianshe Road Baodi District Tianjin Tianjin 301800 China	powerwangtxks@vip.126.com	First Class Mail and Email
Counsel to the Tennessee Department of Revenue	TN Dept of Revenue	Attn: Herbert H. Slatery III, Marvin E. Clements, Jr. c/o TN Attorney General's Office, Bankruptcy Division PO Box 20207 Nashville TN 37202-0207	AGBankNewYork@ag.tn.gov	Email
Counsel to Superb International Co., Ltd.	Tobias Law Firm, P.C.	Attn: David G. Tobias 600 Third Avenue, 15th Floor New York NY 10016	dtobias@tobiaslawpc.com	Email
Counsel to Tannor Capital Advisors LLC, as the general partner of Tannor Partners Credit Fund	Togut, Segal & Segal LLP	Attn: Frank A. Oswald, Minta J. Nester One Penn Plaza, Suite 3335 New York NY 10119	frankoswald@teamtogut.com mnester@teamtogut.com	Email
Counsel to MP Holdings LLC and Larry D. Kelley	Trainor Fairbrook	Attn: Jennifer L. Pruski 980 Fulton Avenue Sacramento CA 95825	jpruski@trainorfairbrook.com	Email
Counsel to Travis County	Travis County Attorney	Attn: David Escamilla, Kay D. Brock P.O. Box 1748 Austin TX 78767	kay.brock@traviscountytexas.gov	Email
Counsel to Steven Bruce as Trustee of the Steven Bruce Revocable Trust, Cara Bruce and Lou Cuida as Trustee of the Cara Bruce Irrevocable Trust, and Allison Bruce and Lou Cuida as Trustees of the Allison Bruce Irrevocable Trust (collectively, the "Bruce Trusts")	Troutman Sanders LLP	Attn: Amy Pritchard Williams 301 S. College Street, Suite 3400 Charlotte NC 28202	amy.williams@troutman.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Biltmore Commercial Properties I, LLC, Steven Bruce as Trustee of the Steven Bruce Revocable Trust, Cara Bruce and Lou Cuida as Trustee of the Cara Bruce Irrevocable Trust, and Allison Bruce and Lou Cuida as Trustees of the Allison Bruce Irrevocable Trust (collectively, the "Bruce Trusts")	Troutman Sanders LLP	Attn: Bret D. Goodman, Alissa K. Piccione 875 Third Avenue New York NY 10022	Brett.Goodman@troutman.com Alissa.Piccione@troutman.com	Email
United States Attorney's Office for the Southern District of New York	US Attorney for Southern District of New York	Attn: Bankruptcy Division 86 Chambers Street 3rd Floor New York NY 10007	Jeffrey.Oestericher@usdoj.gov Carina.Schoenberger@usdoj.gov Lawrence.Fogelman@usdoj.gov Peter.Aronoff@usdoj.gov Linda.Riffkin@usdoj.gov	First Class Mail and Email
Counsel to NorthStar Group Services, Inc., Village of Hoffman Estates, Agri-Fab, Inc.	Vedder Price P.C.	Attn: Michael L. Schein, Joshua A. Dunn 1633 Broadway 31st Floor New York NY 10019	mschein@vedderprice.com jdunn@vedderprice.com	Email
Counsel to Verizon Capital Corp. and NCC Key Company	Verizon Capital Corp.	Attn: Marva M. Levine 221 East 37th Street 7th Floor New York NY 10016	marva.m.levine@verizon.com	Email
Counsel to MaxColor, LLC and Townley, Inc.	Wachtel Missry LLP	Attn: Steven J. Cohen 1 Dag Hammarskjold Plaza 885 Second Avenue, 47th Fl. New York NY 10017	cohen@wmllp.com	Email
Counsel to Hanesbrands, Inc.	Waldrep LLP	Attn: Thomas W. Waldrep, Jr. 101 S. Stratford Road Suite 210 Winston-Salem NC 27104	notice@waldrepllp.com	Email
Counsel to Schindler Elevator Corporation	Walsh Pizzi O'Reilly Falanga LLP	Attn: Stephen V. Falanga, Esq. Three Gateway Center 100 Mulberry Street, 15th Floor Newark NJ 07012	sfalanga@walsh.law	Email
Counsel to Wolverine World Wide, Inc. and its affiliates, Chevron (HK), Ltd.	Warner Norcross + Judd LLP	Attn: Gordon J. Toering 900 Fifth Third Center 111 Lyon Street, NW Grand Rapids MI 49503	gtoering@wnj.com	Email
Counsel to Levcom Wall Plaza Associates and West Orange Plaza	Wasserman, Jurista & Stoltz, P.C.	Attn: Donald W. Clarke 110 Allen Rd. Ste. 304 Basking Ridge NJ 07920	Dclarke@wjslaw.com	Email

## Exhibit A

## Master Service List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Debtors	Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq., Dominic A. Litz 767 Fifth Avenue New York NY 10153	ray.schrock@weil.com garrett.fail@weil.com sunny.singh@weil.com jessica.liou@weil.com Jared.Friedmann@weil.com Jessie.Mishkin@weil.com Dominic.Litz@weil.com	Email
Counsel to Lake Success Shopping Center LLC and CE Vernon II, LLC	Weiss Zarett Brofman Sonnenklar & Levy, P.C.	Attn: Michael D. Brofman, Esq. 3333 New Hyde Park Road Suite 211 New Hyde Park NY 11042	mbrofman@weisszarett.com	Email
Counsel to Toyota Industries Commercial Finance, Inc.	Weltman, Weinberg & Reis Co., L.P.A.	Attn: Scott D. Fink Lakeside Place, Suite 200 323 W. Lakeside Avenue Cleveland OH 44113-1099	sfink@weltman.com	Email
Counsel to Amerco Real Estate Company, Salesforce.com, Inc., Cisco Systems, Inc., Google LLC, and Multipet International Inc.	White and Williams LLP	Attn: James C. Vandermark 7 Times Square Suite 2900 New York NY 10036-6524	vandermarkj@whiteandwilliams.com	Email
Counsel to International Cruise & Excursions Gallery, Inc.	Whiteford, Taylor & Preston LLC	Attn: Christopher A. Jones 3190 Fairview Park Drive, Suite 800 Falls Church VA 22042	cajones@wtplaw.com	Email
Counsel to Angela Kelly and Janyce L. MacKenzie, International Cruise & Excursions Gallery, Inc.	Whiteford, Taylor & Preston LLC	Attn: Kenneth M. Lewis, Esq. 220 White Plains Road Second Floor Tarrytown NY 10591	klewis@wtplaw.com	Email
Counsel to the J.M. Smucker Company and Ainsworth Pet Nutrition LLC	Whiteford, Taylor & Preston LLC	Attn: Stephen B. Gerald The Renaissance Centre 405 North King Street, Suite 500 Wilmington DE 19801-3700	sgerald@wtplaw.com	Email
Counsel to 156 Tom Hill LLC	Wiles & Wiles, LLP	Attn: Victor W. Newmark, Esq. 800 Kennesaw Avenue Suite 400 Marietta GA 30060-7946	bankruptcy@evict.net	Email
Counsel to Capref Burbank, LLC	Williams Legal Advisory Group, LLC	Attn: Amy M. Williams 169 Ramapo Valley Road Suite 106 Oakland NJ 07436	awilliams@williamsadvisors.com	Email
Counsel for Edward S. Lampert, ESL Investments, Inc., RBS Partners LP, CRK Partners LLC, SPE Master I L.P., ESL Partners L.P., SPE I Partners L.P., RBS Investment Management LLC, ESL Institutional Partners L.P., ESL Investors, L.L.C., JPP LLC, and JPP II LLC (collectively, the "ESL Defendants")	Wilmer Cutler Pickering Hale and Dorr LLP	Attn: Philip D. Anker, Noah A. Levine & Rianne E. Perio 7 World Trade Center 250 Greenwich Street New York NY 10007	philip.anker@wilmerhale.com noah.levine@wilmerhale.com ryanne.perio@wilmerhale.com	Email

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy 501 Carr Road Suite 100 Wilmington DE 19801	phealy@wsfsbank.com	Email
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator Corporate Capital Markets 50 South Sixth Street, Suite 1290 Minneapolis MN 55402		First Class Mail
Counsel to Wilmington Trust, National Association, as indeture trustee and collateral agent	Wilmington Trust, National Association	Attn: Steven Cimalore, Vice President Rodney Square North 1100 North Market Street Wilmington DE 19890-0001	scimalore@wilmingtontrust.com	Email
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce	Wilmorite Management Group LLC	Attn: Donald C. Cowan, Jr. 1265 Scottsville Road Rochester NY 14624		First Class Mail
Counsel to Putnam County and Tomra/RSI, LLC	Wilson, Elser, Moskowitz, Edelman & Dicker LLP	Attn: Mark G. Ledwin 1133 Westchester Avenue White Plains NY 10604	mark.ledwin@wilsonelser.com	Email
Counsel to Wolf Family Series LP d/b/a Series III, Ontario Enterprises of the Wolf Family Series LP	Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP	Attn: Simon Aron 11400 West Olympic Boulevard 9th Floor Los Angeles CA 90064-1582	saron@wrslawyers.com	Email
Counsel to Richard Bruce and Ronald Olbrysh	Wollmuth Maher & Deutsch LLP	Attn: James N. Lawlor, Esq., Brad J. Axelrod, Esq., 500 Fifth Avenue 12th Floor New York NY 10110	JLawlor@wmd-law.com BAxelrod@wmd-law.com	Email
Counsel to Choice Auto Repairs, Inc.	Womble Bond Dickinson (US) LLP	Attn: James S. Livermon III 555 Fayetteville Street Suite 1100 Raleigh NC 27601	charlie.livermon@wbd-us.com	Email
Counsel to WC Independence Center LLC, WC MRP Belleville Center, LLC	World Class Global Business Services	Attn: Maryann Norwood Corporate Counsel 814 Lavaca St. Austin TX 78701		First Class Mail

**Exhibit B**

First Class Mail Fee Application Service List  
Served via First Class Mail

NAME	NOTICE NAME	ADDRESS	ADDRESS 1	CITY	STATE	POSTAL CODE	METHOD OF SERVICE
Ballard Spahr LLP	Attn: David L. Pollack, Vincent J. Marriott, III	52nd Floor - Mellon Bank Center	1735 Market Street	Philadelphia	PA	19103	First Class Mail
Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb	919 N. Market Street	11th Floor	Wilmington	DE	19801	First Class Mail
Ballard Spahr LLP	Attn: Paul E. Harner	1675 Broadway	19th Floor	New York	NY	10019-5820	First Class Mail
Sears Holding Corporation	Attn: Stephen Sitley Esq., Luke J. Valentino, Esq., Rob Riecker	3333 Beverly Road		Hoffman Estates	IL	60179	First Class Mail

**Exhibit C**

## Email Fee Application Service List

Served via email

NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner	idizengoff@akingump.com; pdublin@akingump.com; aquireshi@akingump.com; sbrauner@akingump.com	Email
Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey	richard.morrissey@usdoj.gov; paul.schwartzberg@usdoj.gov	Email
Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq.	Paul.Leake@skadden.com; Shana.Elberg@skadden.com	Email
Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq.	ray.schrock@weil.com; garrett.fail@weil.com; sunny.singh@weil.com; JeriLeigh.Miller@weil.com; jessica.liou@weil.com; Paloma.VanGroll@weil.com; Jared.Friedmann@weil.com; Jessie.Mishkin@weil.com	Email
Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner	harnerp@ballardspahr.com; kutnera@ballardspahr.com	Email
Sears Holding Corporation	Attn: Stephen Sitley Esq., Luke J. Valentino, Esq., Mohsin Y. Meghji	rob.riecker@searshc.com; luke.valentino@searshc.com; mmeghji@miiipartners.com	Email
Ballard Spahr LLP	Attn: David L. Pollack, Vincent J. Marriott, III	pollack@ballardspahr.com; marriott@ballardspahr.com	Email
Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb	heilmanl@ballardspahr.com; summersm@ballardspahr.com; daluzt@ballardspahr.com; roglent@ballardspahr.com; mcclambc@ballardspahr.com	Email
Skadden, Arps, Slate, Meagher & Flom	Attn: George R. Howard	george.howard@skadden.com	Email
Deloitte Tax LLP	Attn: Thomas C. Hermanson	tomberg@deloitte.com;	Email
FTI Consulting, INC.	Attn: Matthew Diaz	matt.diaz@fticonsulting.com	Email
Young Conaway Stargatt & Taylor, LLP	Attn: Pauline K. Morgan	pmorgan@ycst.com	Email

**Exhibit D**

FTI Fee Application Service List  
Served as set forth below

NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner	idizengoff@akingump.com; pdublin@akingump.com; aquireshi@akingump.com; sbrauner@akingump.com	Email
Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey	richard.morrissey@usdoj.gov; paul.schwartzberg@usdoj.gov	Email
Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq.	Paul.Leake@skadden.com; Shana.Elberg@skadden.com	Email
Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq.	ray.schrock@weil.com; garrett.fail@weil.com; sunny.singh@weil.com; JeriLeigh.Miller@weil.com; jessica.liou@weil.com; Paloma.VanGroll@weil.com; Jared.Friedmann@weil.com; Jessie.Mishkin@weil.com	Email
Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner	harnerp@ballardspahr.com; kutnera@ballardspahr.com	Email
Sears Holding Corporation	Attn: Stephen Sitley Esq., Luke J. Valentino, Esq., Mohsin Y. Meghji	rob.riecker@searshc.com; luke.valentino@searshc.com; mmeghji@miiipartners.com	Email
Ballard Spahr LLP	Attn: David L. Pollack, Vincent J. Marriott, III	pollack@ballardspahr.com; marriott@ballardspahr.com	Email
Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb	heilmanl@ballardspahr.com; summersm@ballardspahr.com; daluzt@ballardspahr.com; roglenl@ballardspahr.com; mcclambc@ballardspahr.com	Email
Skadden, Arps, Slate, Meagher & Flom	Attn: George R. Howard	george.howard@skadden.com	Email
FTI Consulting, INC.	Attn: Matthew Diaz	matt.diaz@fticonsulting.com	Email

**Exhibit E**

NAME	NOTICE NAME	EMAIL	METHOD OF SERVICE
Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner	idizengoff@akingump.com; pdublin@akingump.com; aquireshi@akingump.com; sbrauner@akingump.com	Email
Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey	richard.morrissey@usdoj.gov; paul.schwartzberg@usdoj.gov	Email
Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq.	Paul.Leake@skadden.com; Shana.Elberg@skadden.com	Email
Weil, Gotshal & Manges LLP	Attn: Ray C. Schrock, P.C., Garrett A. Fail, Sunny Singh, Jared R. Friedmann, Jessie B. Mishkin, Esq.	ray.schrock@weil.com; garrett.fail@weil.com; sunny.singh@weil.com; JeriLeigh.Miller@weil.com; jessica.liou@weil.com; Paloma.VanGroll@weil.com; Jared.Friedmann@weil.com; Jessie.Mishkin@weil.com	Email
Ballard Spahr LLP	Attn: Paul E. Harner, Alyssa E. Kutner	harnerp@ballardspahr.com; kutnera@ballardspahr.com	Email
Sears Holding Corporation	Attn: Stephen Sitley Esq., Luke J. Valentino, Esq., Mohsin Y. Meghji	rob.riecker@searshc.com; luke.valentino@searshc.com; mmeghji@miiipartners.com	Email
Ballard Spahr LLP	Attn: David L. Pollack, Vincent J. Marriott, III	pollack@ballardspahr.com; marriott@ballardspahr.com	Email
Ballard Spahr LLP	Attn: Leslie C. Heilman, Matthew G. Summers, Tobey M. Daluz, Laurel D. Roglen, Chantelle D. McClamb	heilmanl@ballardspahr.com; summersm@ballardspahr.com; daluzt@ballardspahr.com; roglenl@ballardspahr.com; mcclambc@ballardspahr.com	Email
Skadden, Arps, Slate, Meagher & Flom	Attn: George R. Howard	george.howard@skadden.com	Email
Young Conaway Stargatt & Taylor, LLP	Attn: Pauline K. Morgan	pmorgan@ycst.com; tbuchanan@ycst.com; rbartley@ycst.com	Email